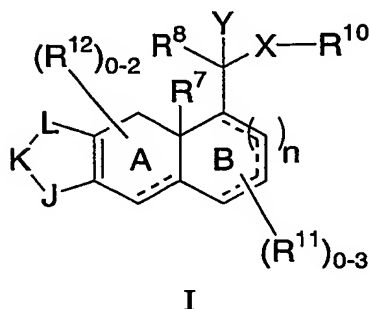


WHAT IS CLAIMED IS:

1. A compound represented by Formula I



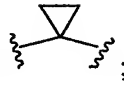
or a pharmaceutically acceptable salt or hydrate thereof, wherein:

10 n is 0, 1 or 2;

J is selected from NR^1 or $C(R^1)(R^2)$;

15 K is selected from NR^3 or $C(R^3)(R^4)$;

L is selected from NR^5 or $C(R^5)(R^6)$;

X is a bond, $-C(O)-$, $-N(R^{14})-$, $-N(R^{14})-C(O)-$, or ;

20 R^1 , R^8 and R^{10} are each independently selected from the group consisting of:

- 25
- (1) C_{1-6} alkyl,
 - (2) C_{2-6} alkenyl,
 - (3) C_{3-6} alkynyl,
 - (4) C_{3-6} cycloalkyl,
 - (5) C_{1-6} alkoxy,
 - (6) C_{1-6} alkyl- $S(O)_k-$, wherein k is 0, 1 or 2,
 - (7) aryl,
 - (8) aralkyl,

- 5
- (9) HET,
 - (10) -C₁₋₆alkyl-HET,
 - (11) aryloxy,
 - (12) aroyloxy,
 - (13) aralkenyl,
 - (14) aralkynyl,
 - (15) hydrogen,
 - (16) hydroxy and
 - (17) C₁₋₆alkyl-N(R¹⁴)-S(O)_k-, wherein k is 0, 1 or 2,

10

wherein items (1) to (6) above and the alkyl portions of items (8), (10) and (17) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂, C₃₋₆cycloalkyl, C₁₋₆alkyl-S(O)_k- and aryl-S(O)_k-, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- 25
- (a) halo,
 - (b) OR¹³,
 - (c) N(R¹⁴)₂,
 - (d) C₁₋₆alkyl,
 - (e) C₂₋₆alkenyl,
 - (f) C₃₋₆alkynyl,
 - (g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
 - (h) aryl,
 - (i) aryl-S(O)_k-, wherein k is 0, 1 or 2,
 - (j) HET,
 - (k) aralkyl,
 - (l) aroyl,
 - (m) aryloxy,
 - (n) aralkoxy and
- 30
- 35

(o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and
5 N(R¹⁴)₂, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo,
10 OR¹³ and C₁₋₄alkyl,

or when X is a bond then R⁸ and R¹⁰ may be joined together to form a 4- to 8-membered monocyclic ring, optionally containing 1-3 heteroatoms selected from O, S and NR¹⁴, and optionally containing 1 or 2 double bonds;

15

R², R³, R⁴, R⁵ and R⁶ are each independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- 20 (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- (5) C₃₋₆alkynyl,
- (6) C₃₋₆cycloalkyl,
- (7) C₁₋₆alkoxy,
- 25 (8) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (9) aryl,
- (10) aralkyl,
- (11) HET and
- (12) -C₁₋₆alkyl-HET,

30 wherein items (3) to (8) above and the alkyl portions of items (10) and (12) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂ and C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2; and

wherein items (9) and (11) and the aryl portion of items (10) and the HET portion of item (12) are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- 5 (a) halo,
(b) OR¹³,
(c) N(R¹⁴)₂,
(d) C₁₋₆alkyl,
(e) C₂₋₆alkenyl,
10 (f) C₃₋₆alkynyl and
(g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,

wherein items (d) to (g) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂,

- 15 or R¹ and R³ or R³ and R⁵ may be joined together to form a double bond;

R⁷ is selected from the group consisting of:

- 20 (1) hydrogen,
(2) OR¹³,
(3) C₁₋₄alkyl,
(4) aryl and
(5) aralkyl,

- 25 wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

- 30 wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- 35 (a) halo,
(b) OR¹³,
(c) N(R¹⁴)₂,

- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl and
- (f) C₃₋₆alkynyl,

wherein items (d) to (f) above are optionally substituted with from one up to the
 5 maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂;

Y is selected from the group consisting of:

- (1) hydrogen,
- 10 (2) -O-R⁹,
- (3) -S(O)_k-R⁹, wherein k is 0, 1 or 2,
- (4) -C-W-R⁹, wherein W is O or S(O)_k,
- (5) -N(R¹⁵)₂,
- (6) -S(O)_k-N(R¹⁵)₂,
- 15 (7) -N(R¹⁵)-S(O)_k-N(R¹⁵)₂,
- (8) NO₂,
- (9) -C(O)-R¹⁵,
- (10) -C(O)O-R¹⁵,
- (11) -CN,
- 20 (12) halo and
- (13) -O-S(O)_k-R¹⁵,

R⁹ is selected from the group consisting of: hydrogen, C₁₋₁₂alkyl and
 aryl, wherein C₁₋₁₂alkyl and aryl are optionally substituted from one up to the
 25 maximum number of substituents with halo, or when Y is OR⁹ then R⁸ and R⁹ may be joined together to form a carbonyl group;

each R¹¹ and R¹² is independently selected from the group consisting
 of:

- 30 (1) halo,
- (2) C₁₋₆alkyl,
- (3) C₂₋₆alkenyl,
- (4) C₁₋₆alkoxy and
- (5) hydroxy,

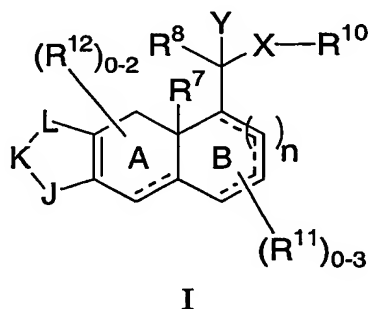
wherein items (2) to (4) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{12} , $\text{N(R}^{13})_2$ and $\text{C}_1\text{-6alkyl-S(O)}_k$, wherein k is 0, 1 or 2;

each R^{13} and R^{14} is independently selected from the group consisting of hydrogen, $\text{C}_1\text{-4alkyl}$ and $\text{C}_2\text{-4alkenyl}$, each of said $\text{C}_1\text{-4alkyl}$ and $\text{C}_2\text{-4alkenyl}$ optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, $\text{C}_1\text{-4alkoxy}$, aryl, $\text{C}_3\text{-6cycloalkyl}$, CN and $\text{C}_1\text{-4alkyl-S(O)}_k$, wherein k is 0, 1 or 2;

each R^{15} is independently selected from the group consisting of: hydrogen, $\text{C}_1\text{-6alkyl}$, aryl and $\text{C}_1\text{-12alkoxycarbonyl}$, wherein said $\text{C}_1\text{-6alkyl}$ and $\text{C}_1\text{-12alkoxycarbonyl}$ are optionally substituted from one up to the maximum number of substitutable positions with halo and said aryl is optionally substituted from one up to the maximum number of substitutable positions with halo and $\text{C}_1\text{-4alkyl}$, optionally substituted with 1-3 halo groups; and

HET is a 5- to 10-membered aromatic, partially aromatic or non-aromatic mono- or bicyclic ring, containing 1-4 heteroatoms selected from O, S and N, and optionally substituted with 1-2 oxo groups.

2. A compound according to Claim 1 represented by Formula I




or a pharmaceutically acceptable salt or hydrate thereof, wherein:

n is 0, 1 or 2;

J is selected from NR^1 or $\text{C}(\text{R}^1)(\text{R}^2)$;

5 K is selected from NR^3 or $\text{C}(\text{R}^3)(\text{R}^4)$;

L is selected from NR^5 or $\text{C}(\text{R}^5)(\text{R}^6)$;

10 X is a bond, $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{14})-$, $-\text{N}(\text{R}^{14})-\text{C}(\text{O})-$, or  ;

R¹, R⁸ and R¹⁰ are each independently selected from the group consisting of:

- (1) C₁₋₆alkyl,
- (2) C₂₋₆alkenyl,
- 15 (3) C₃₋₆alkynyl,
- (4) C₃₋₆cycloalkyl,
- (5) C₁₋₆alkoxy,
- (6) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (7) aryl,
- 20 (8) aralkyl,
- (9) HET,
- (10) -C₁₋₆alkyl-HET,
- (11) aryloxy,
- (12) aroyloxy,
- 25 (13) aralkenyl,
- (14) aralkynyl,
- (15) hydrogen,
- (16) hydroxy and
- (17) C₁₋₆alkyl-N(R¹⁴)-S(O)_k-, wherein k is 0, 1 or 2,

30

wherein items (1) to (6) above and the alkyl portions of items (8), (10) and (17) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted from one up to the maximum number of substitutable

positions with a substituent independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂, C₃₋₆cycloalkyl and C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C₃₋₆alkynyl,
- (g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) aryl-S(O)_k-, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aralkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aralkoxy and
- (o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl,

or when X is a bond then R⁸ and R¹⁰ may be joined together to form a 4- to 8-membered monocyclic ring, optionally containing 1-3 heteroatoms selected from O, S and NR¹⁴, and optionally containing 1 or 2 double bonds;

R², R³, R⁴, R⁵ and R⁶ are each independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- (5) C₃₋₆alkynyl,
- (6) C₃₋₆cycloalkyl,
- (7) C₁₋₆alkoxy,
- (8) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (9) aryl,
- (10) aralkyl,
- (11) HET and
- (12) -C₁₋₆alkyl-HET,

wherein items (3) to (8) above and the alkyl portions of items (10) and (12) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂ and C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2; and

wherein items (9) and (11) and the aryl portion of items (10) and the HET portion of item (12) are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C₃₋₆alkynyl and
- (g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,

wherein items (d) to (g) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂,

or R¹ and R³ or R³ and R⁵ may be joined together to form a double bond;

R⁷ is selected from the group consisting of:

- 5 (1) hydrogen,
- (2) OR¹³,
- (3) C₁₋₄alkyl,
- (4) aryl and
- (5) aralkyl,

10 wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

15 wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- 20 (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl and
- (f) C₃₋₆alkynyl,

25 wherein items (d) to (f) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂;

Y is selected from the group consisting of:

- (1) hydrogen,
- 30 (2) -O-R⁹,
- (3) -S(O)_k-R⁹, wherein k is 0, 1 or 2,
- (4) -C-W-R⁹, wherein W is O or S(O)_k,
- (5) -N(R¹⁵)₂,
- (6) -S(O)_k-N(R¹⁵)₂,

- 5
- (7) $-N(R^{15})-S(O)_k-N(R^{15})_2$,
 - (8) NO_2 ,
 - (9) $-C(O)-R^{15}$,
 - (10) $-C(O)O-R^{15}$,
 - (11) $-CN$,
 - (12) halo and
 - (13) $-O-S(O)_k-R^{15}$,

10 R^9 is selected from the group consisting of: hydrogen, C_{1-12} alkyl and aryl, wherein C_{1-12} alkyl and aryl are optionally substituted from one up to the maximum number of substituents with halo, or when Y is OR^9 then R^8 and R^9 may be joined together to form a carbonyl group;

15 each R^{11} and R^{12} is independently selected from the group consisting of:

- (1) halo,
- (2) C_{1-6} alkyl,
- (3) C_{2-6} alkenyl,
- (4) C_{1-6} alkoxy and
- 20 (5) hydroxy,

wherein items (2) to (4) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{12} , $N(R^{13})_2$ and C_{1-6} alkyl- $S(O)_k$ -, wherein k is 0, 1 or 2;

each R^{13} and R^{14} is independently selected from the group consisting of hydrogen and C_{1-4} alkyl, optionally substituted from one up to the maximum number of substitutable positions with halo; and

30 each R^{15} is independently selected from the group consisting of: hydrogen, C_{1-6} alkyl, aryl and C_{1-12} alkoxycarbonyl, wherein said C_{1-6} alkyl and C_{1-12} alkoxycarbonyl are optionally substituted from one up to the maximum number of substitutable positions with halo and said aryl is optionally substituted from one up to

the maximum number of substitutable positions with halo and C₁₋₄alkyl, optionally substituted with 1-3 halo groups.

5 3. The compound according to Claim 2 wherein:

J is NR¹;

K is NR³;

10

L is C(R⁵)(R⁶); and

R³ and R⁵ are joined together to form a double bond.

15

4. The compound according to Claim 2 wherein the optional double bond shown in ring A of the compound of Formula I is present.

20 5. The compound according to Claim 2 wherein R¹ is aryl or HET, said aryl or HET optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- 25 (a) halo,
 (b) OR¹³,
 (c) N(R¹⁴)₂,
 (d) C₁₋₆alkyl,
 (e) C₂₋₆alkenyl,
 (f) C₃₋₆alkynyl,
 (g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
30 (h) aryl,
 (i) aryl-S(O)_k-, wherein k is 0, 1 or 2,
 (j) HET,
 (k) aralkyl,
 (l) aroyl,

- (m) aryloxy,
- (n) aralkoxy and
- (o) CN,

5 wherein items (d) to (g) above and the alkyl portions of item (k) are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

10 wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl.

15 6. The compound according to Claim 5 wherein R¹ is phenyl, optionally substituted with 1-3 halo groups.

7. The compound according to Claim 2 wherein Y is OR⁹.

20 8. The compound according to Claim 7 wherein R⁹ is hydrogen.

9. The compound according to Claim 2 wherein R⁷ is methyl.

25 10. The compound according to Claim 2 wherein R⁸ is hydrogen or methyl.

11. The compound according to Claim 2 wherein X is a bond.

30 12. The compound according to Claim 2 wherein R¹⁰ is selected from the group consisting of:

- (1) C₁₋₆alkyl,
- (2) C₂₋₆alkenyl,
- (3) C₃₋₆alkynyl,
- (4) C₃₋₆cycloalkyl,
- 35 (5) C₁₋₆alkoxy,

(6) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,

wherein items (1) to (6) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂, C₃₋₆cycloalkyl and C₁₋₆alkyl-S(O)_k,

5 wherein k is 0, 1 or 2.

13. The compound according to Claim 2 wherein R¹⁰ is selected from the group consisting of:

- (1) phenyl
- 10 (2) naphthyl,
- (3) benzyl,
- (4) phenethyl,
- (5) phenoxy,
- (6) benzoyl and
- 15 (7) benzyloxy,

wherein the aryl portions of items (1) to (7) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- 20 (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C₃₋₆alkynyl,
- 25 (g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) aryl-S(O)_k-, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aralkyl,
- 30 (l) aroyl,
- (m) aryloxy,
- (n) aralkoxy and
- (o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

5

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl.

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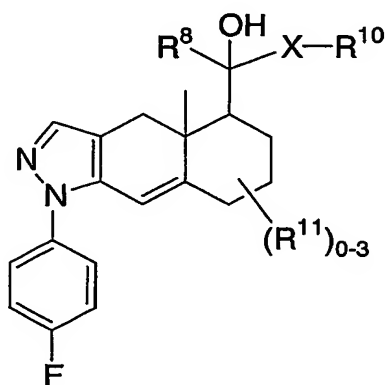
14. The compound according to Claim 2 wherein R¹⁰ is HET or -C₁₋₄alkyl-HET wherein HET is selected from the group consisting of:

- (1) pyridine,
- (2) thiophene and
- (3) furan,

15

or benzofused analogs of (1) to (3) above.

15. A compound according to Claim 1 of Formula II:



20

II

or a pharmaceutically acceptable salt or hydrate thereof, wherein:

X is a bond;

25

R⁸ and R¹⁰ are each independently selected from the group consisting of:

- 5
- (1) C₁₋₆alkyl, optionally substituted with hydroxy,
 - (2) C₂₋₆alkenyl,
 - (3) C₃₋₆alkynyl,
 - (4) C₃₋₆cycloalkyl,
 - (5) phenyl
 - (6) naphthyl,
 - (7) benzyl,
 - (8) phenethyl and
 - (9) pyridine, thiophene or furan, or benzofused analogs thereof,

10

and R⁸ is additionally selected from hydrogen,

wherein items (5), (6) and (9) above and aryl portion of items (7) and (8) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

15

- (a) halo,
- (b) hydroxy,
- (c) methoxy,
- (d) C₁₋₄alkyl,
- (e) trifluoromethyl,
- (f) phenoxy,
- (g) benzyloxy, optionally substituted with methoxy, and
- (h) CN;

20

25 each R¹¹ is independently selected from the group consisting of:

- (1) halo,
- (2) methyl and
- (3) hydroxy; and

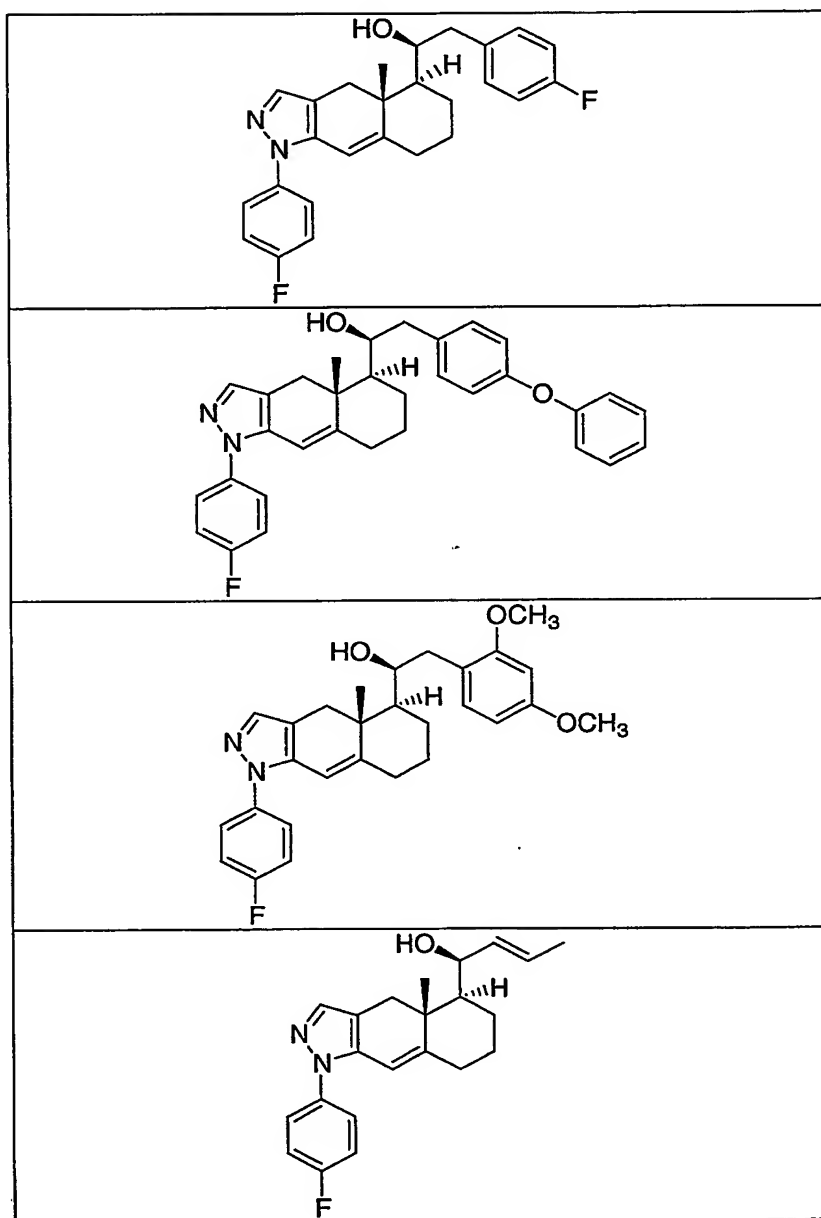
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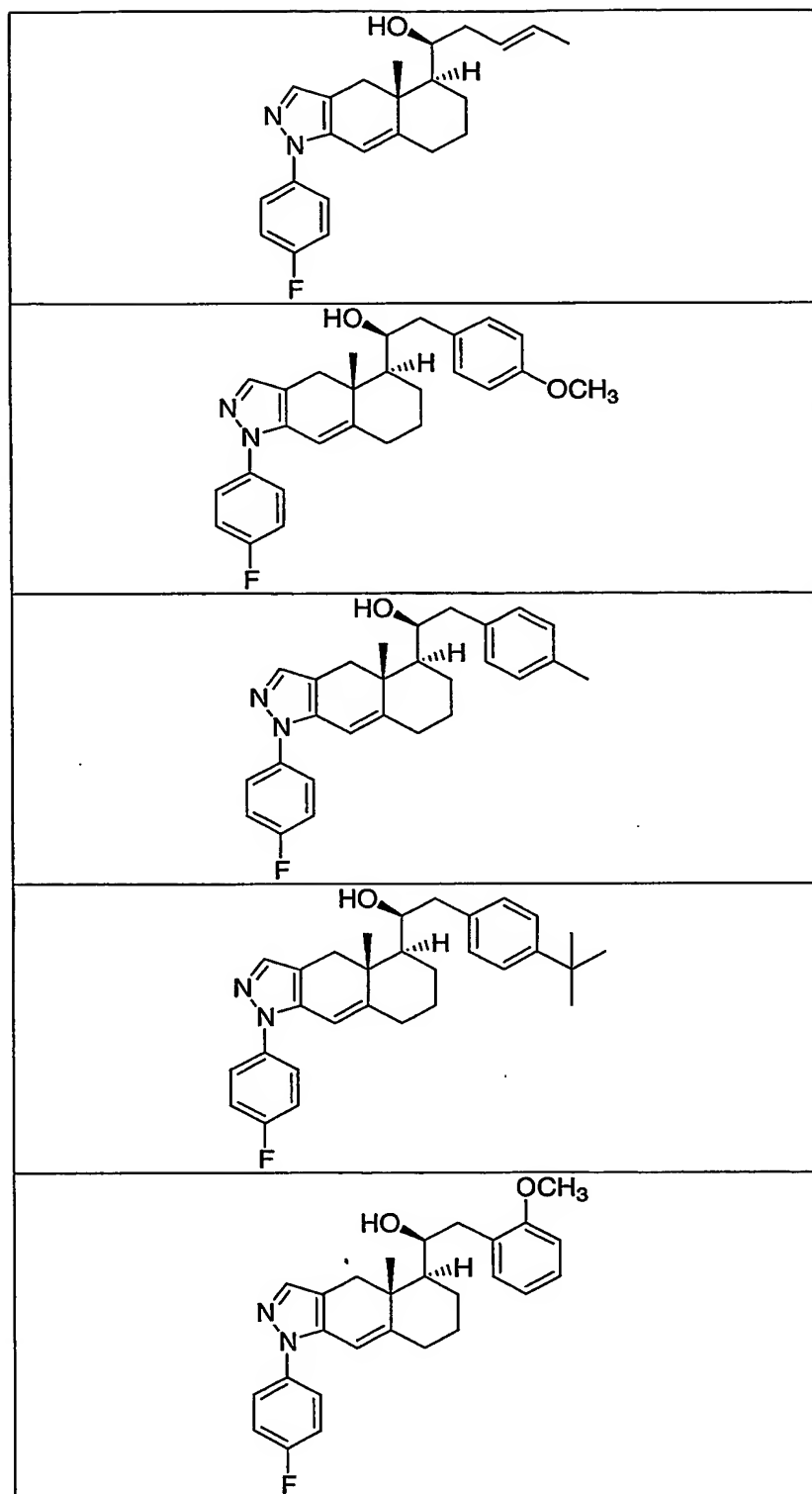
R¹⁴ is independently selected from the group consisting of hydrogen and C₁₋₄alkyl.

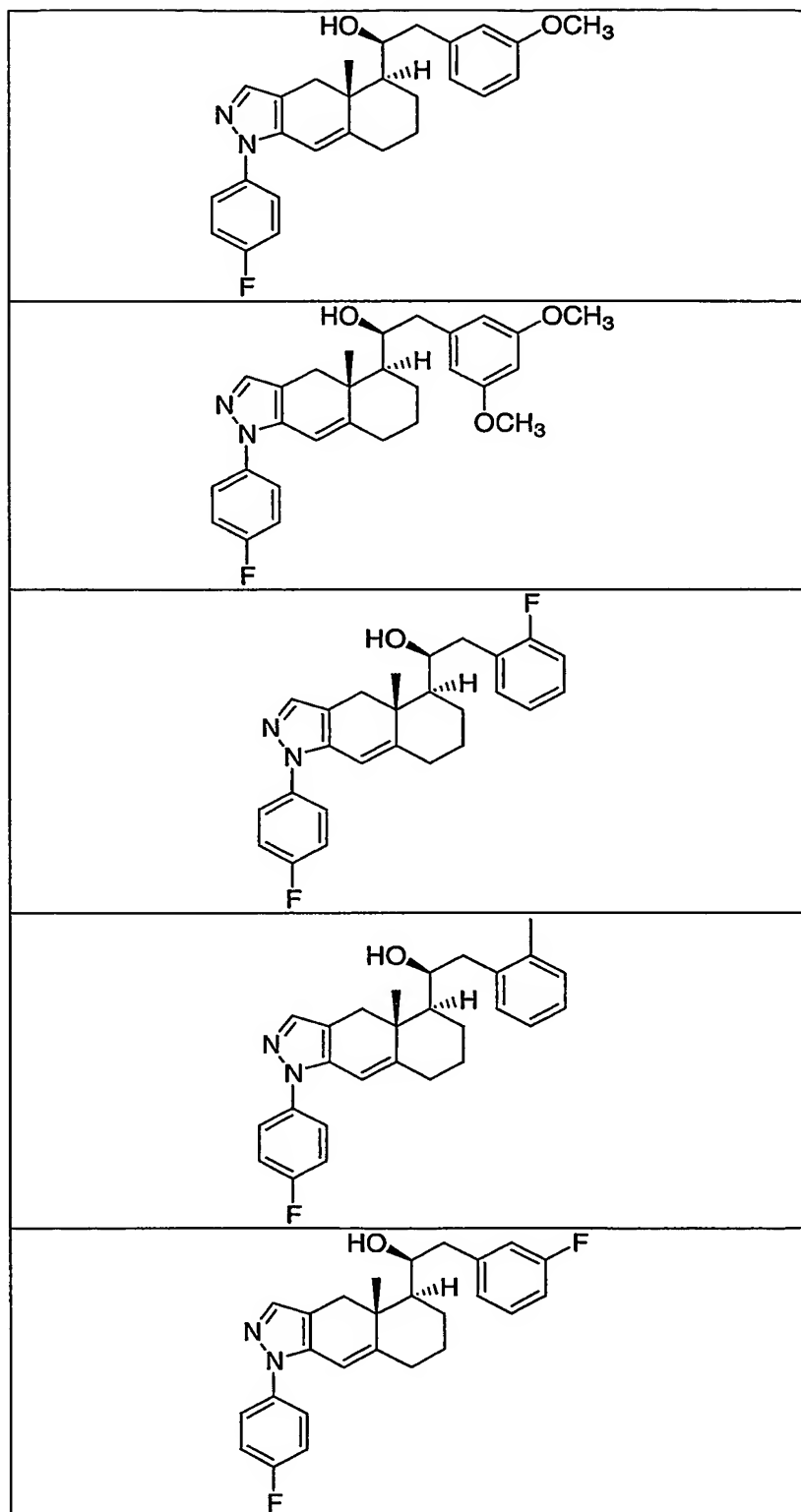
16. The compound according to Claim 15 wherein R⁸ is selected from the group consisting of hydrogen and C₁₋₄alkyl.

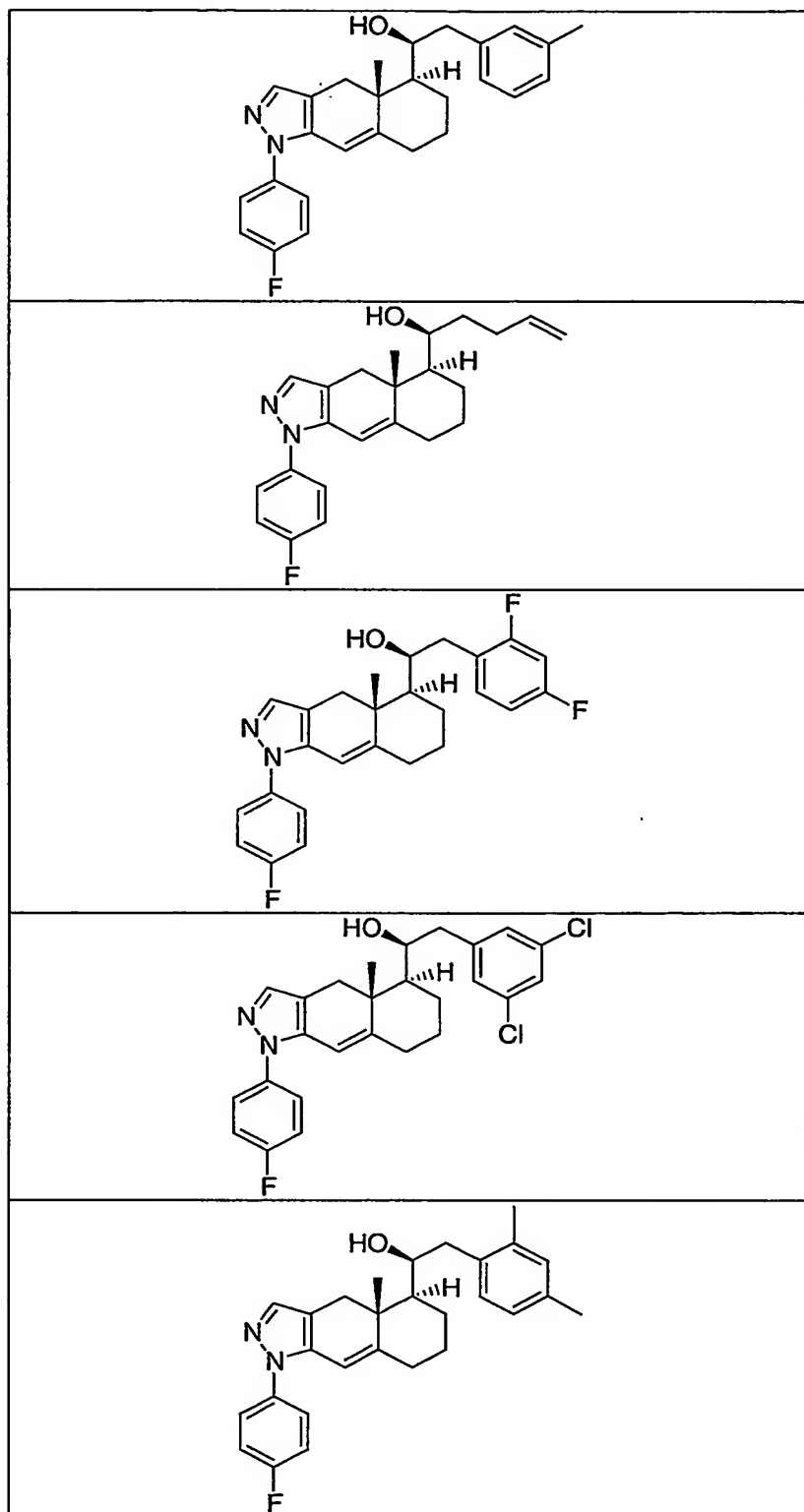
17. A compound according to Claim 1 selected from the group consisting of:

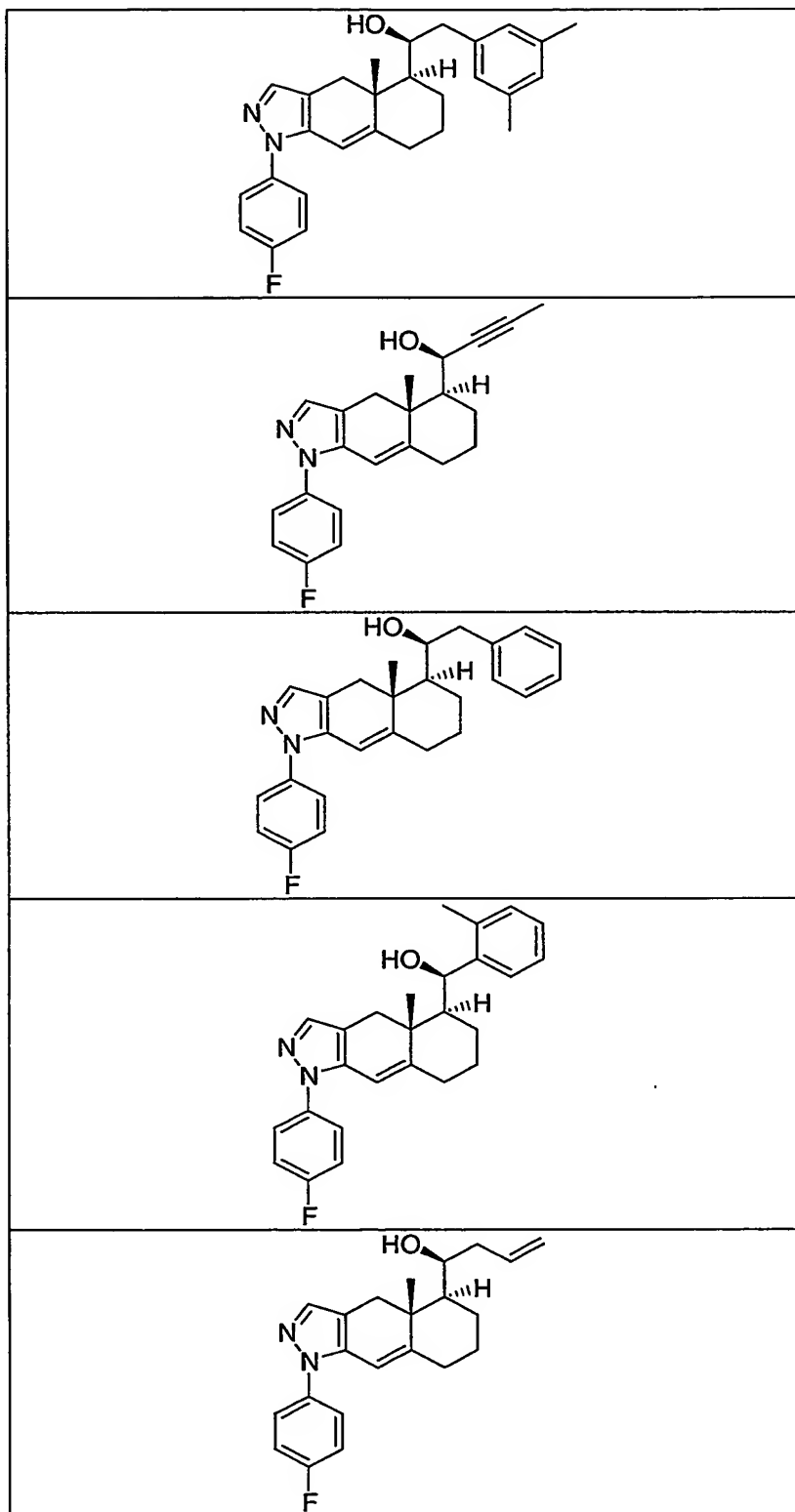
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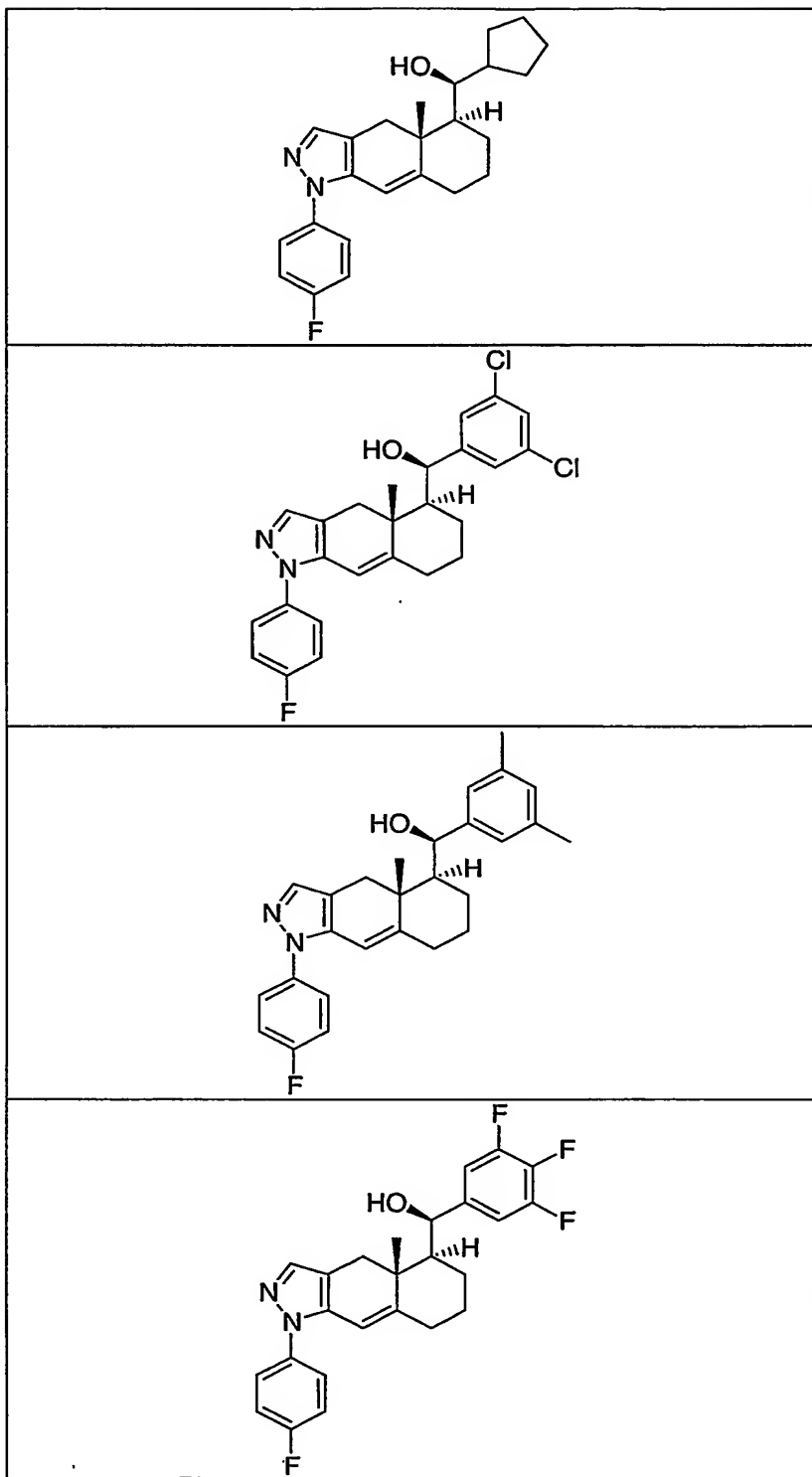


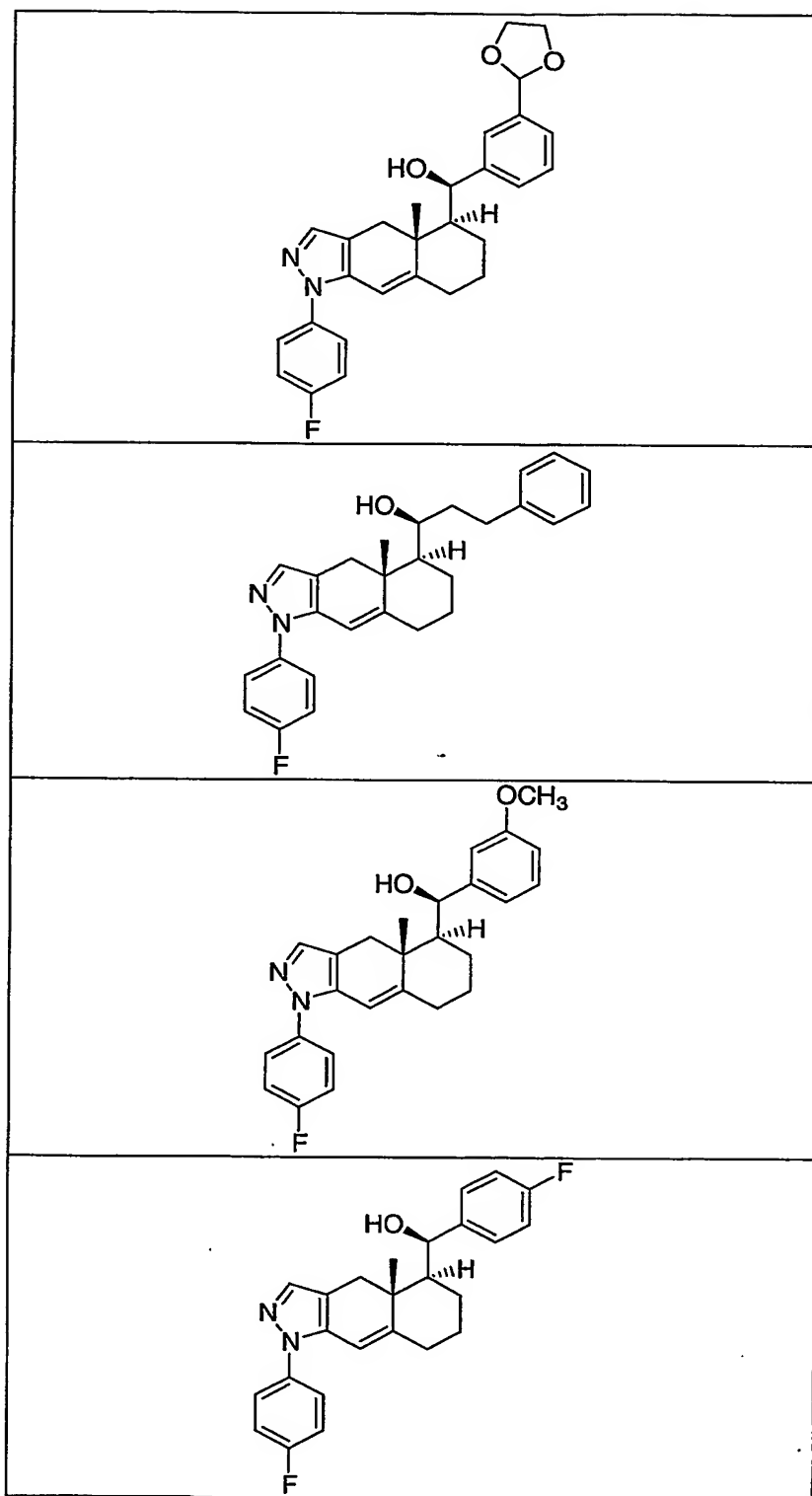


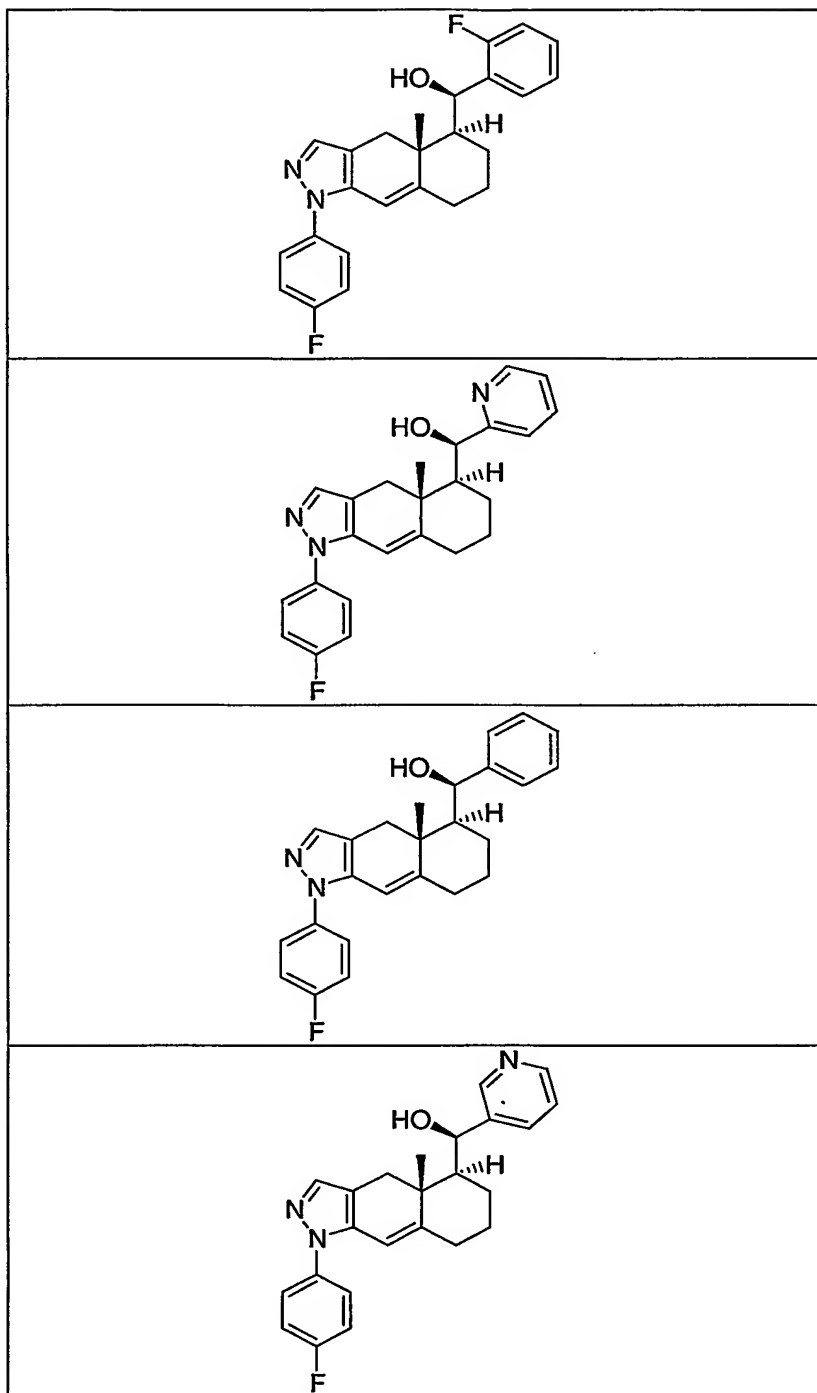


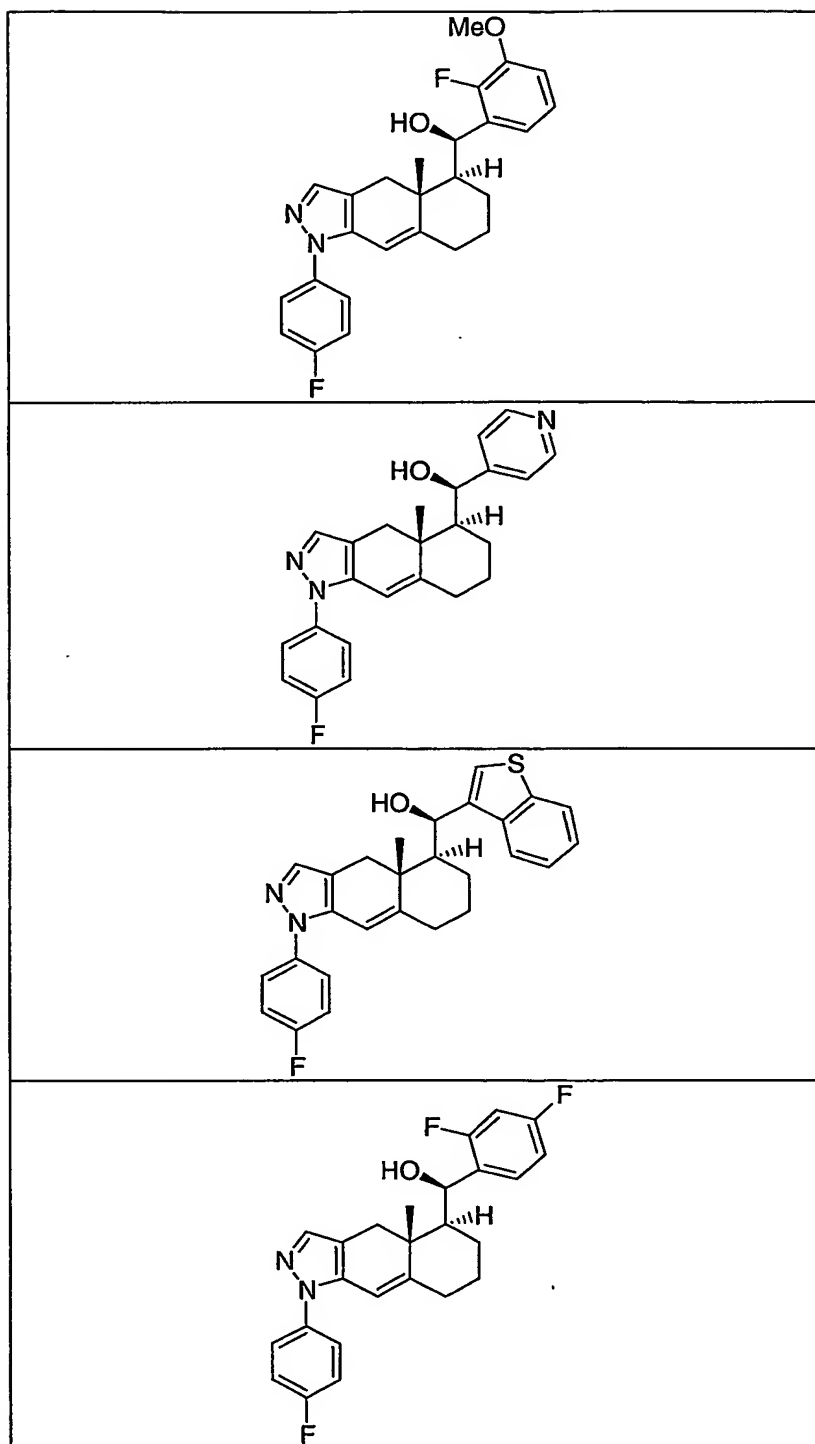


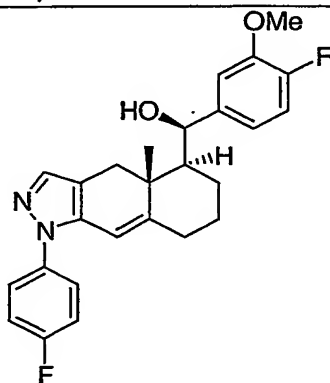
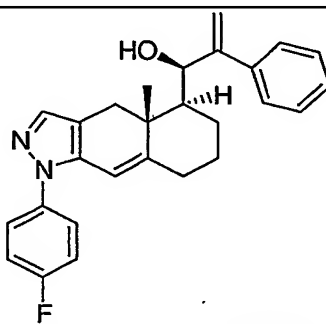
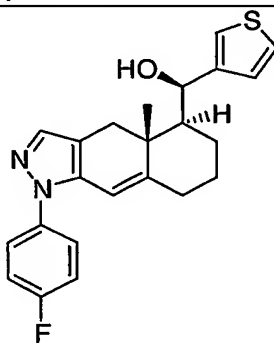
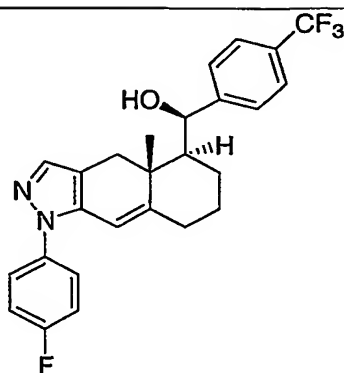


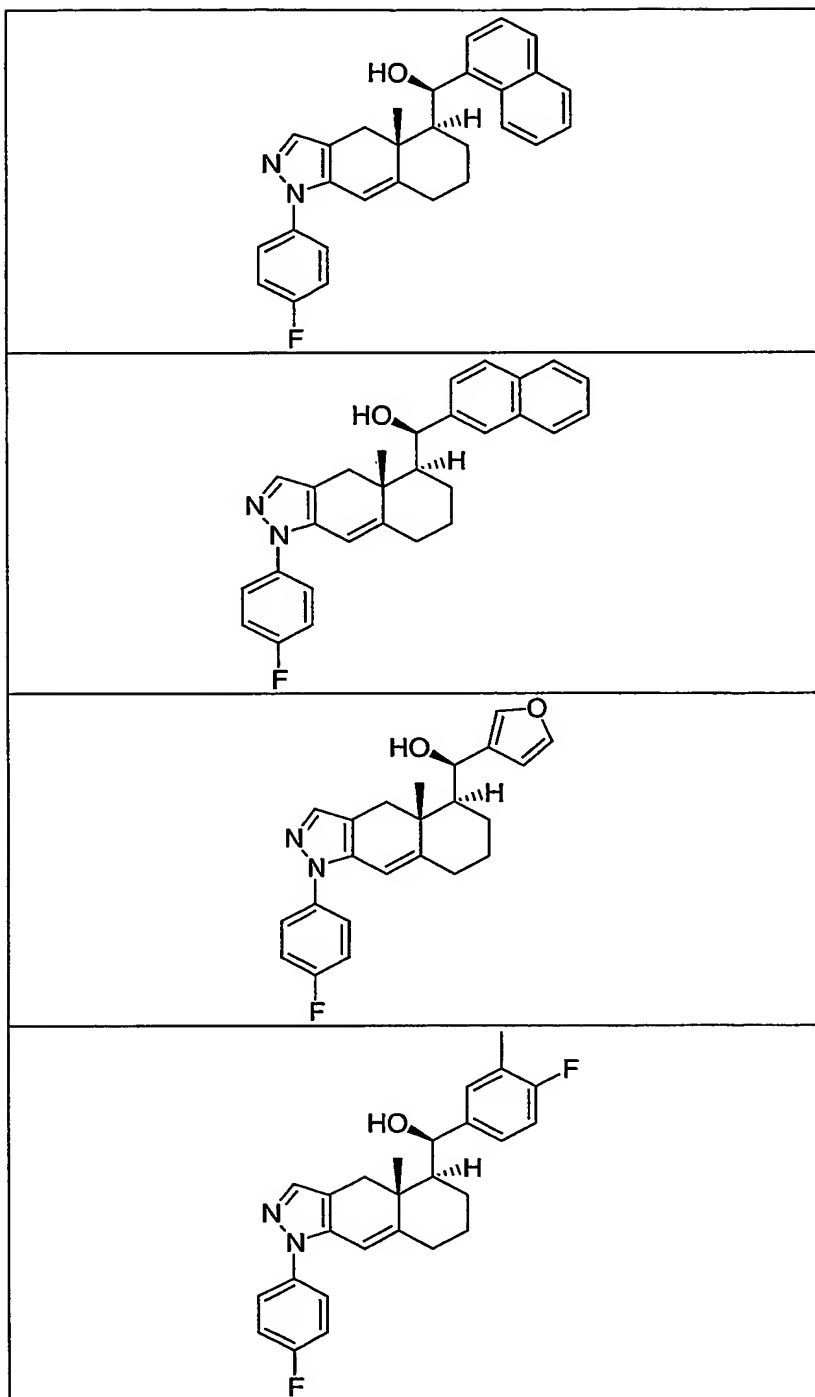


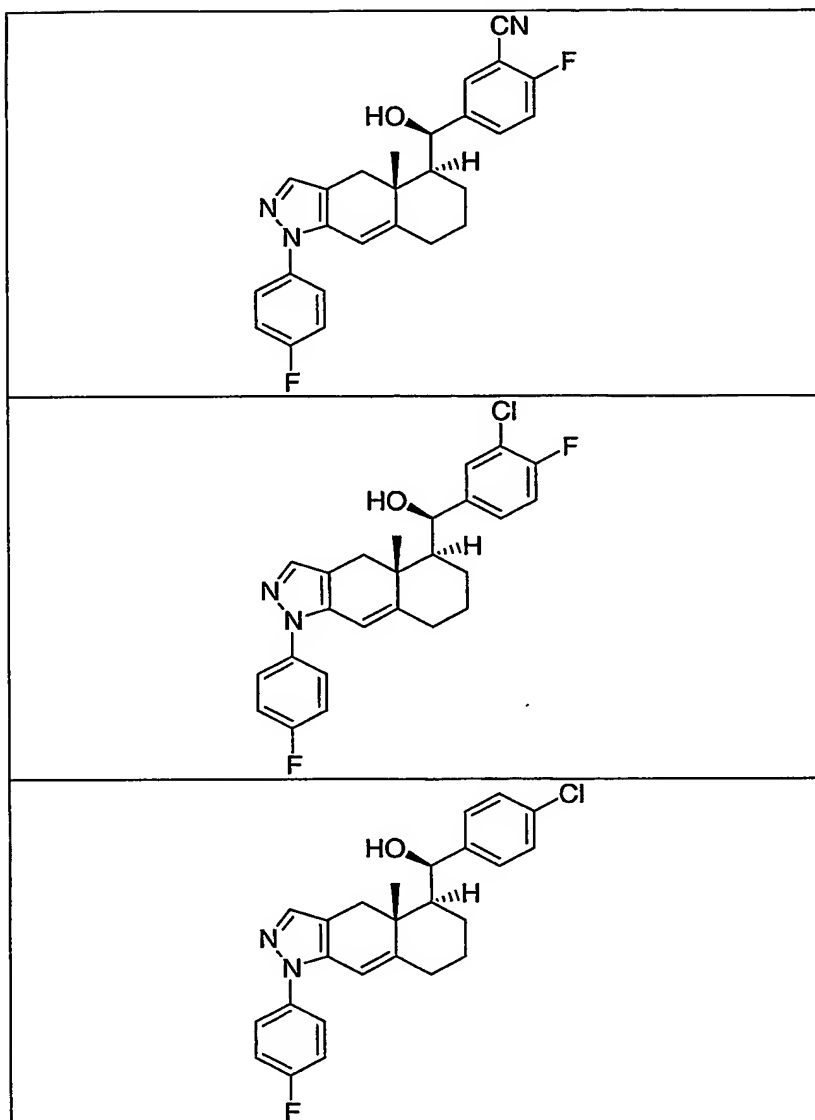


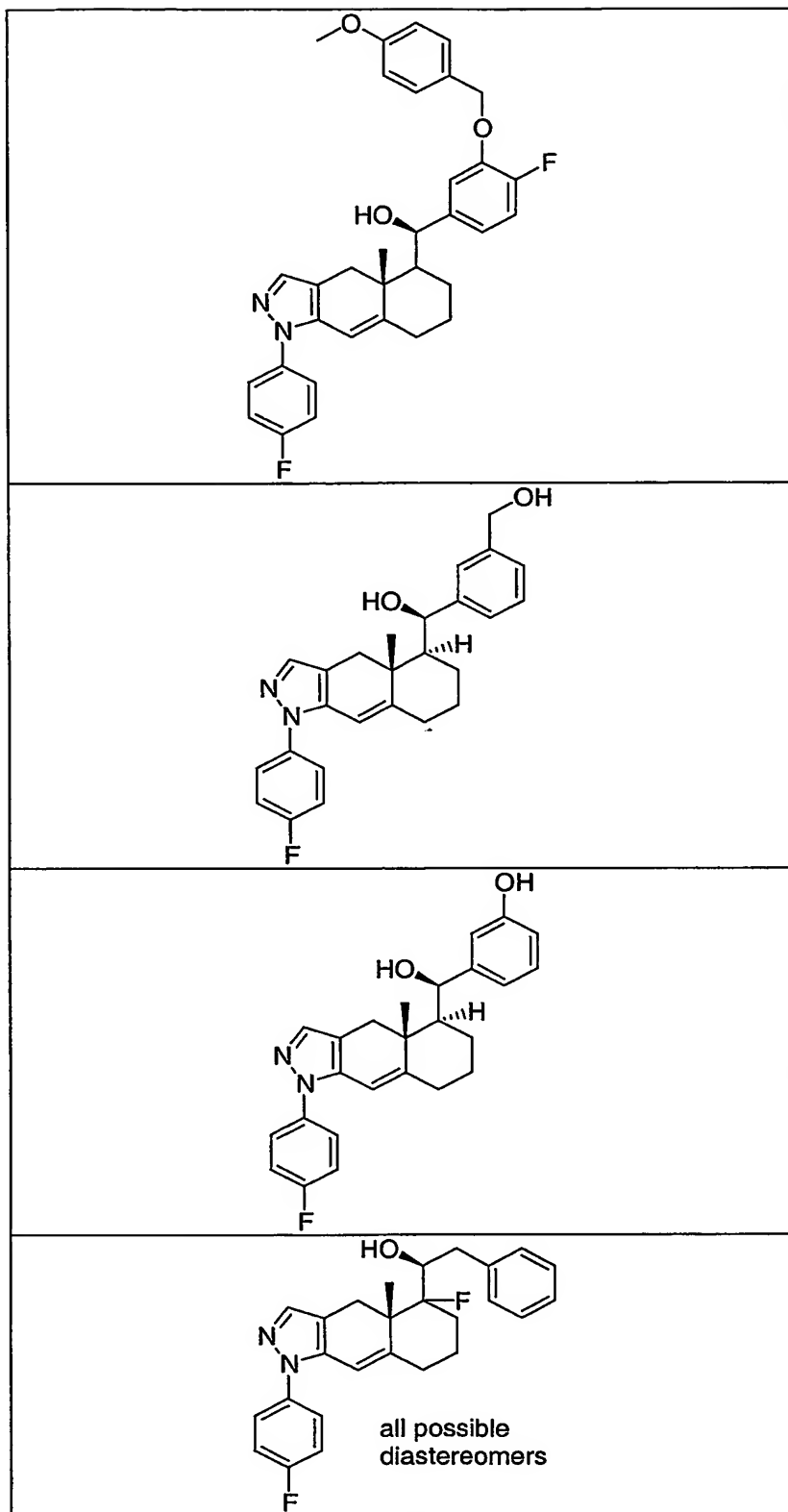


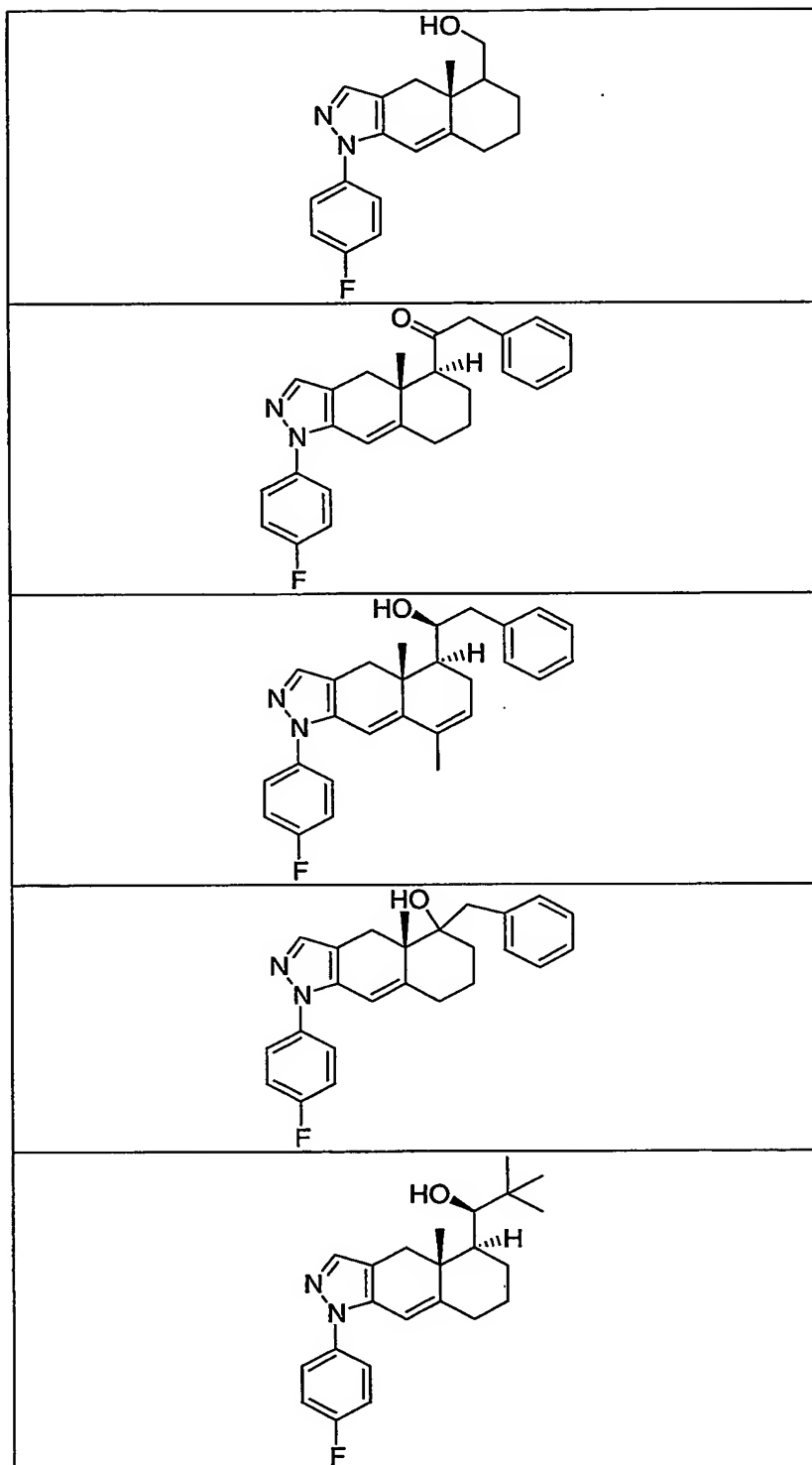


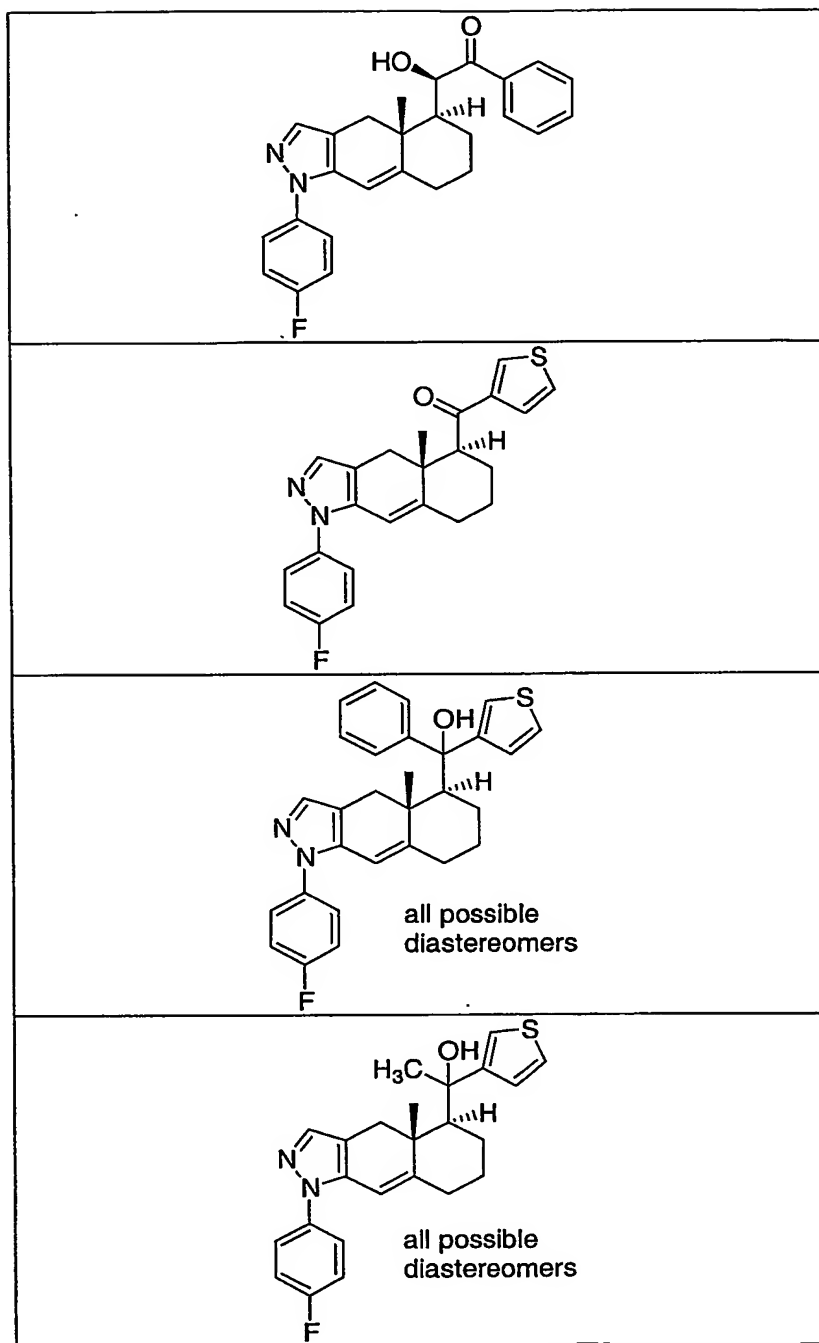


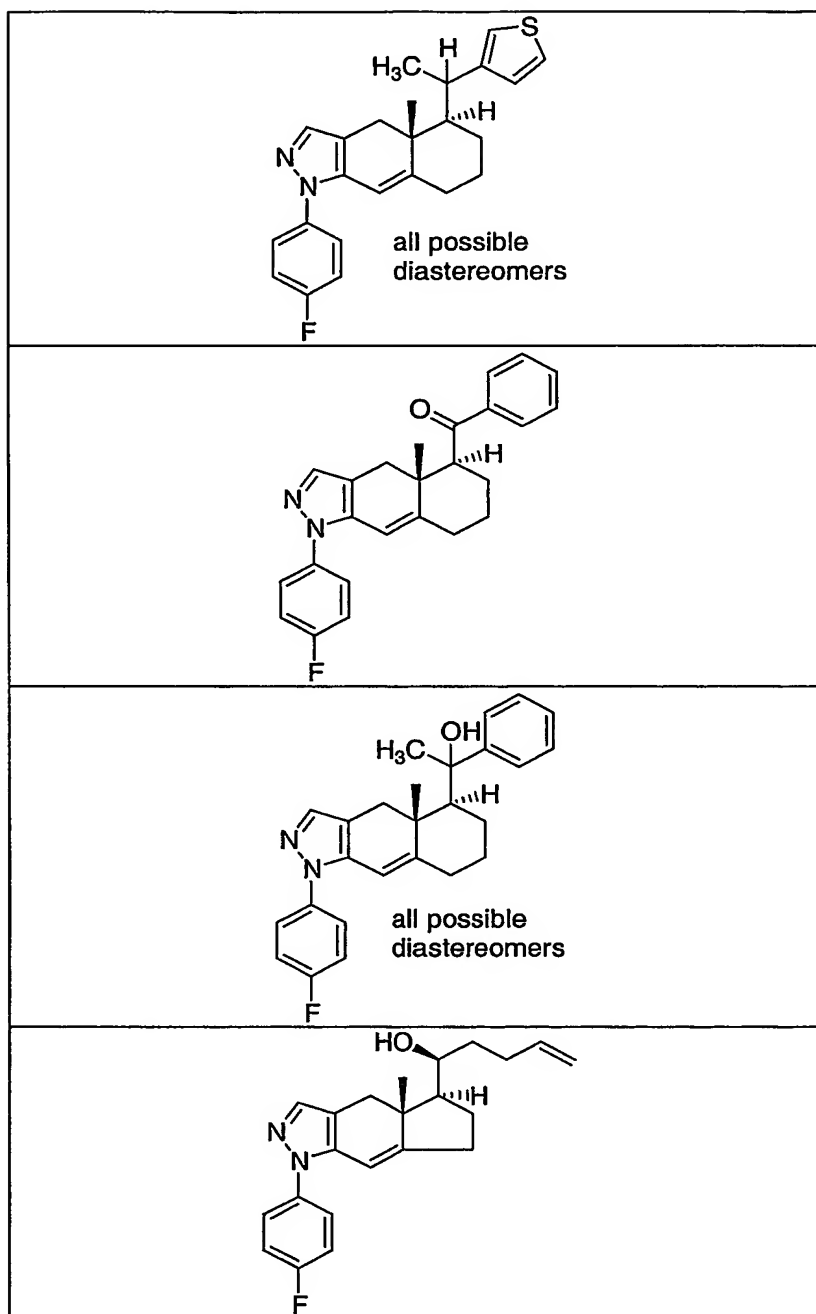


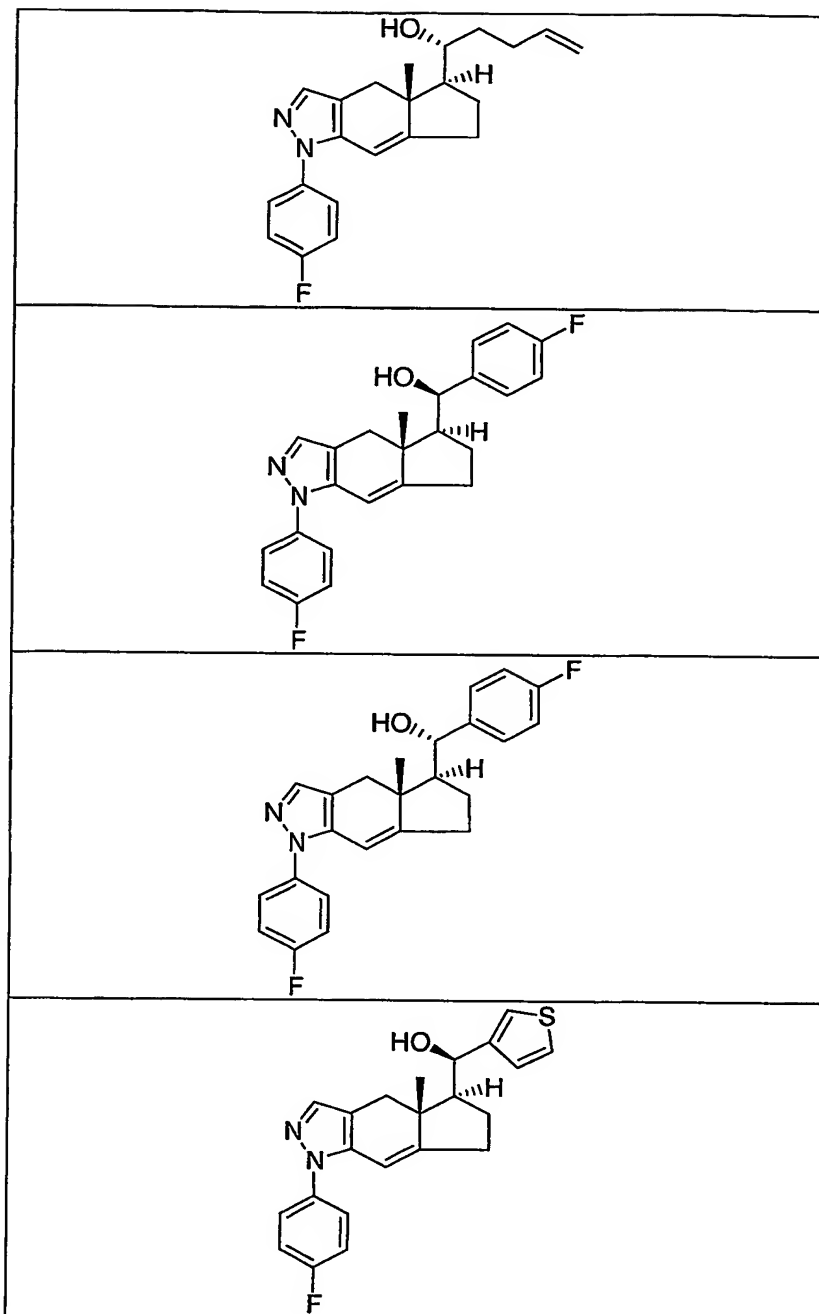


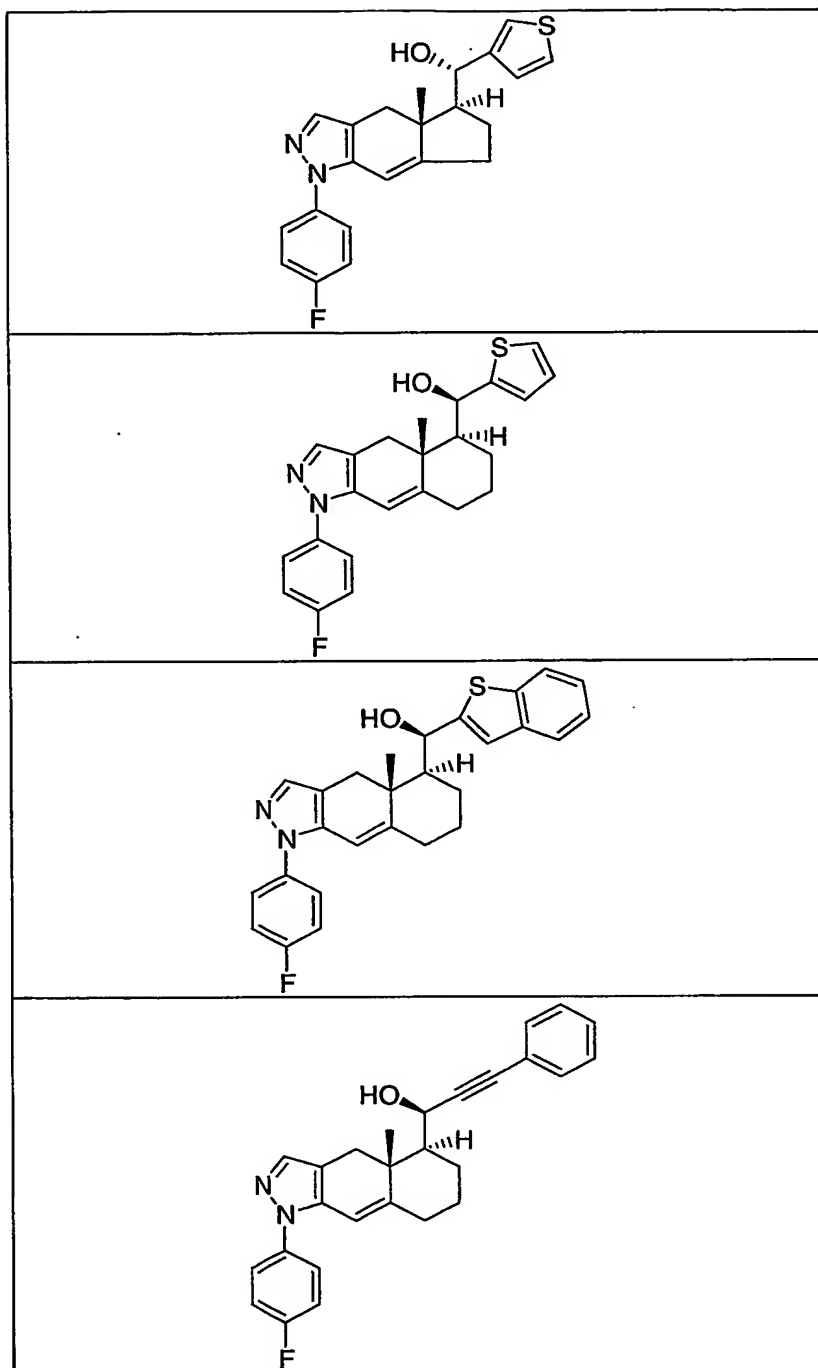


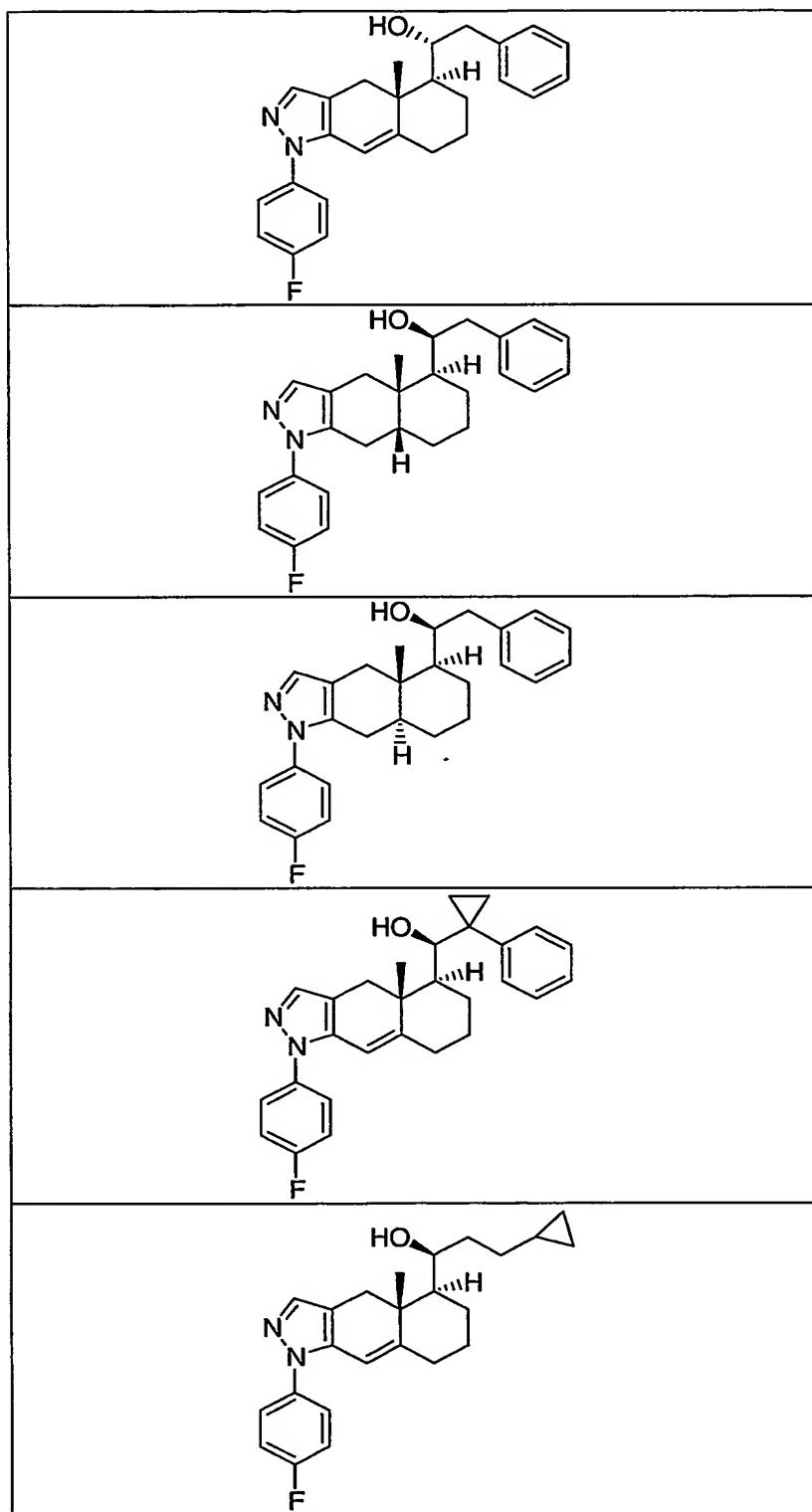


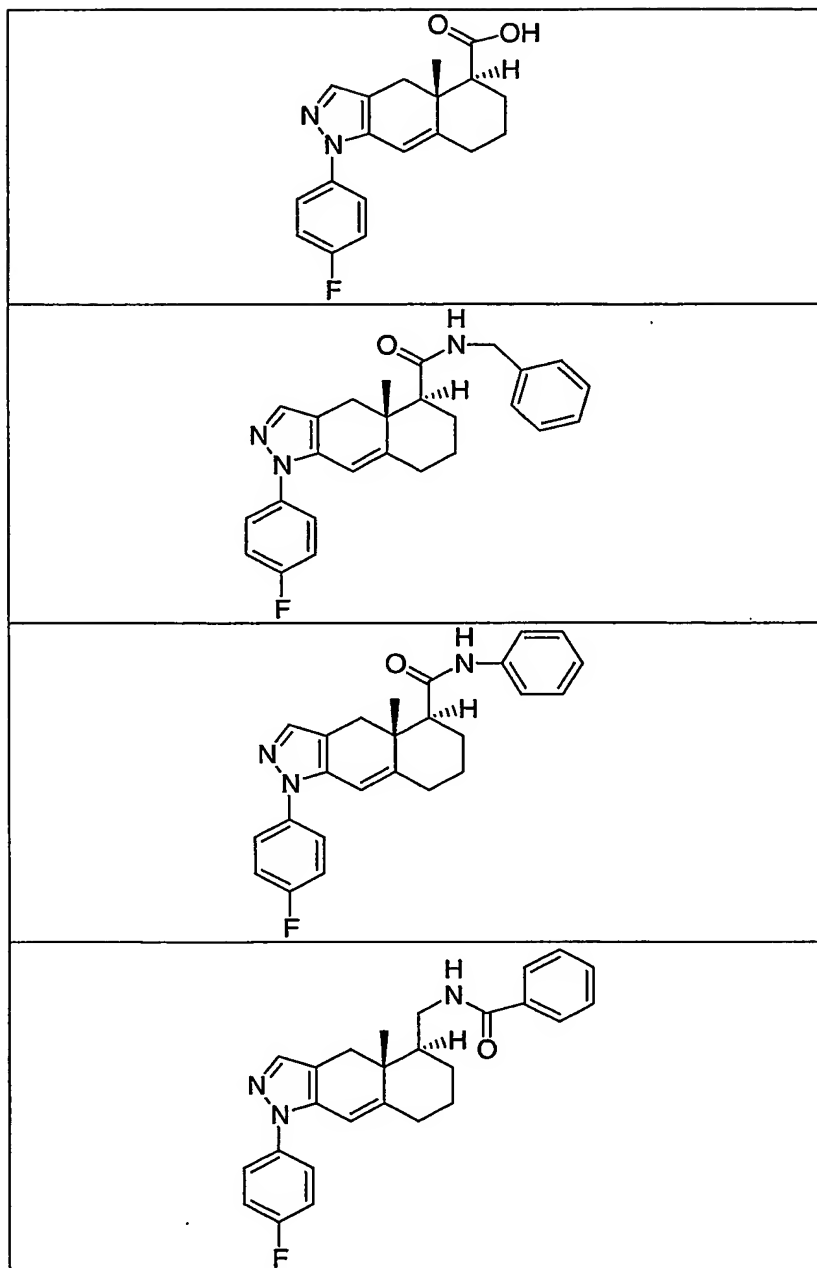


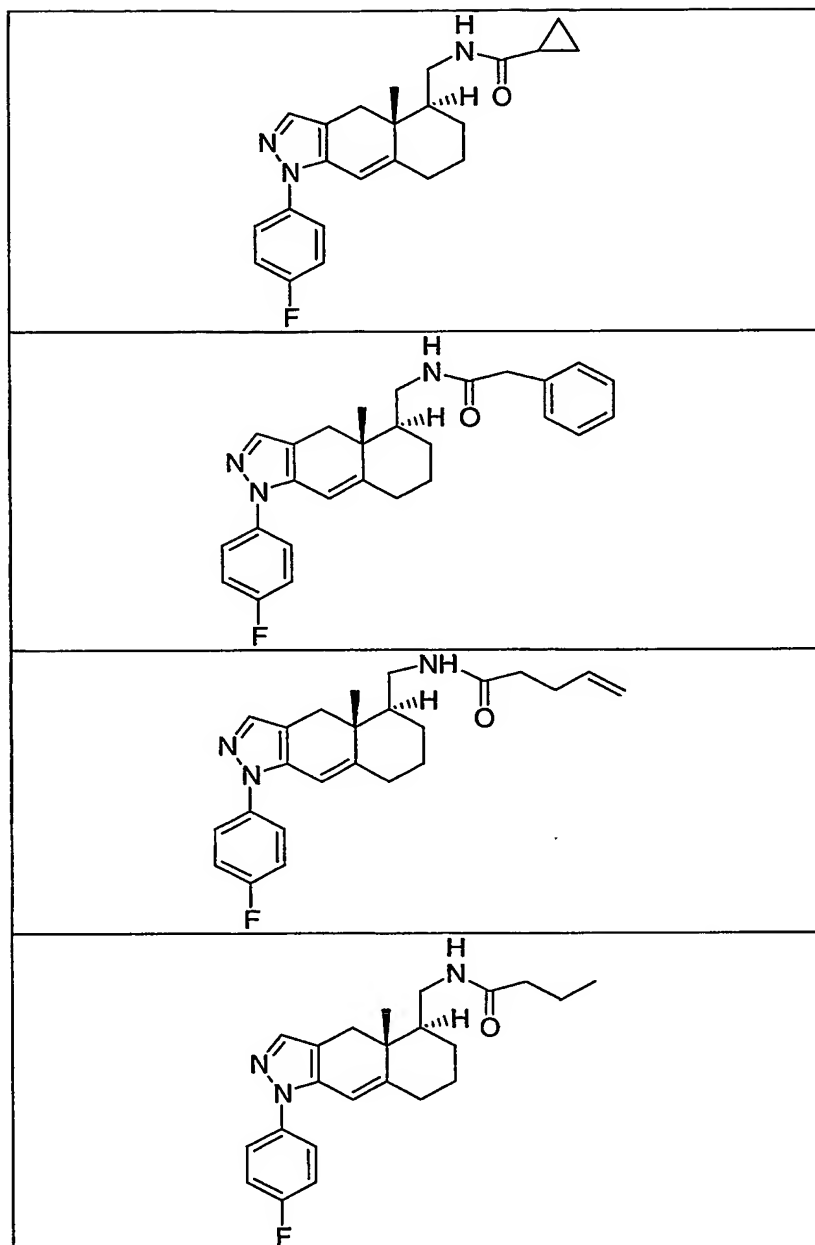


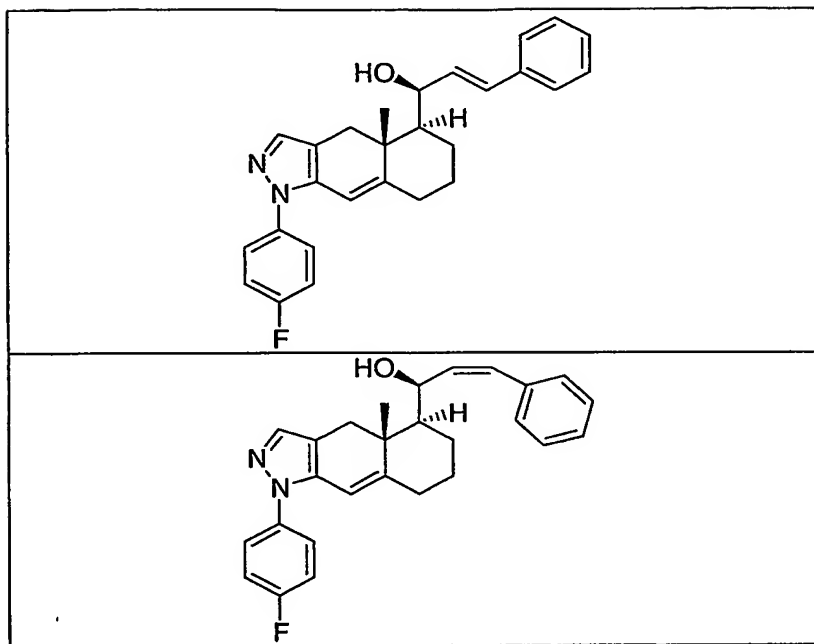






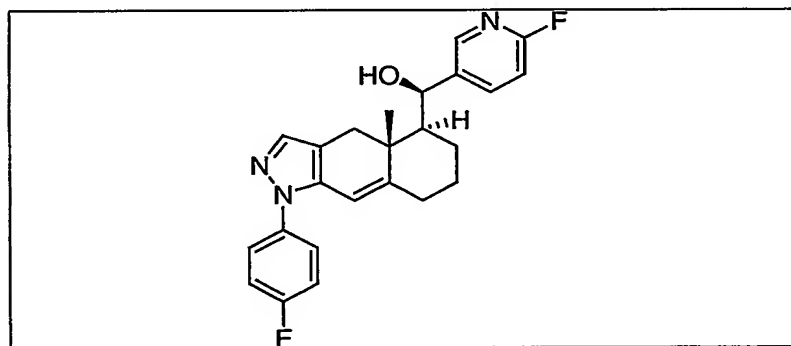


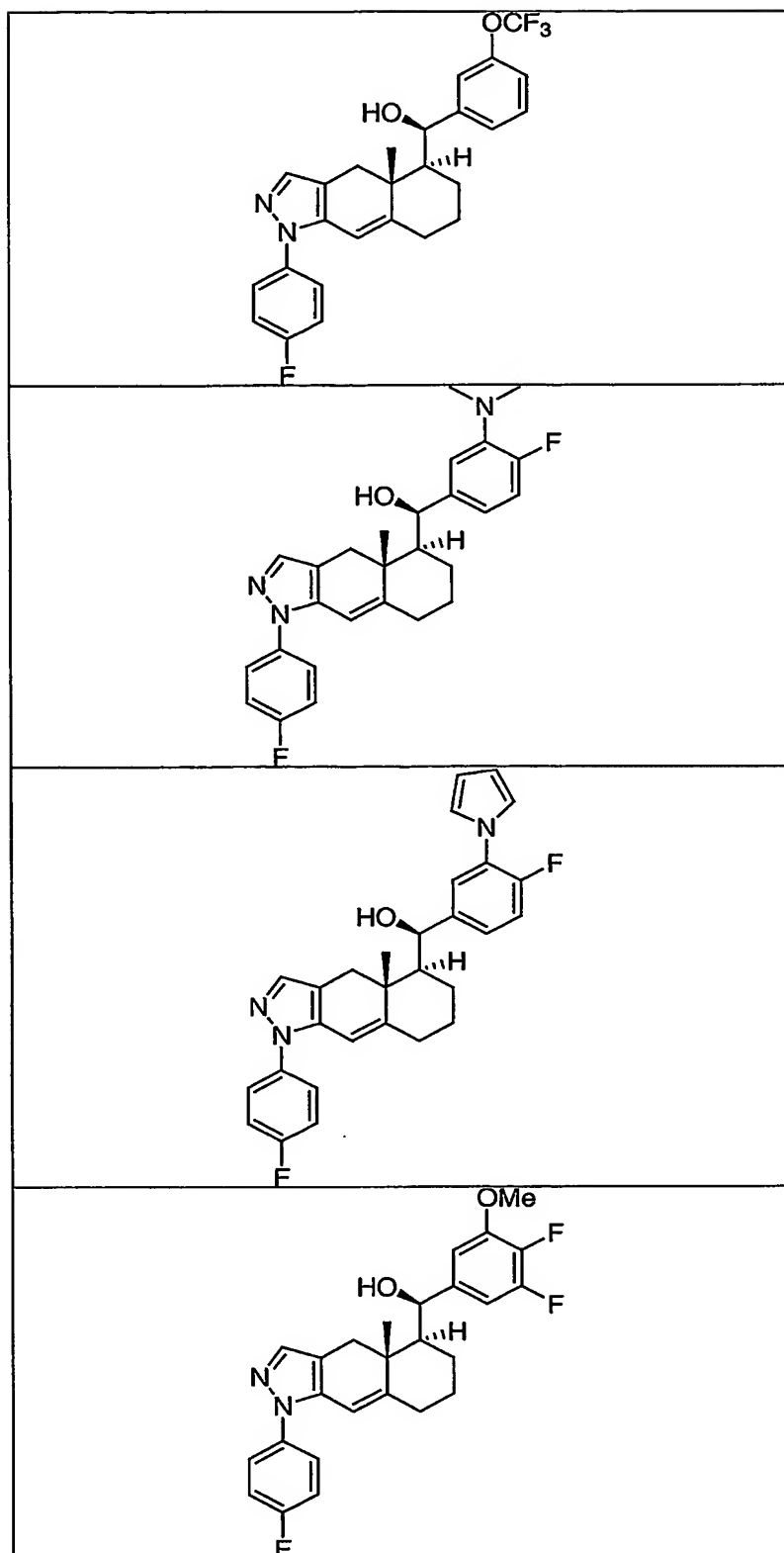


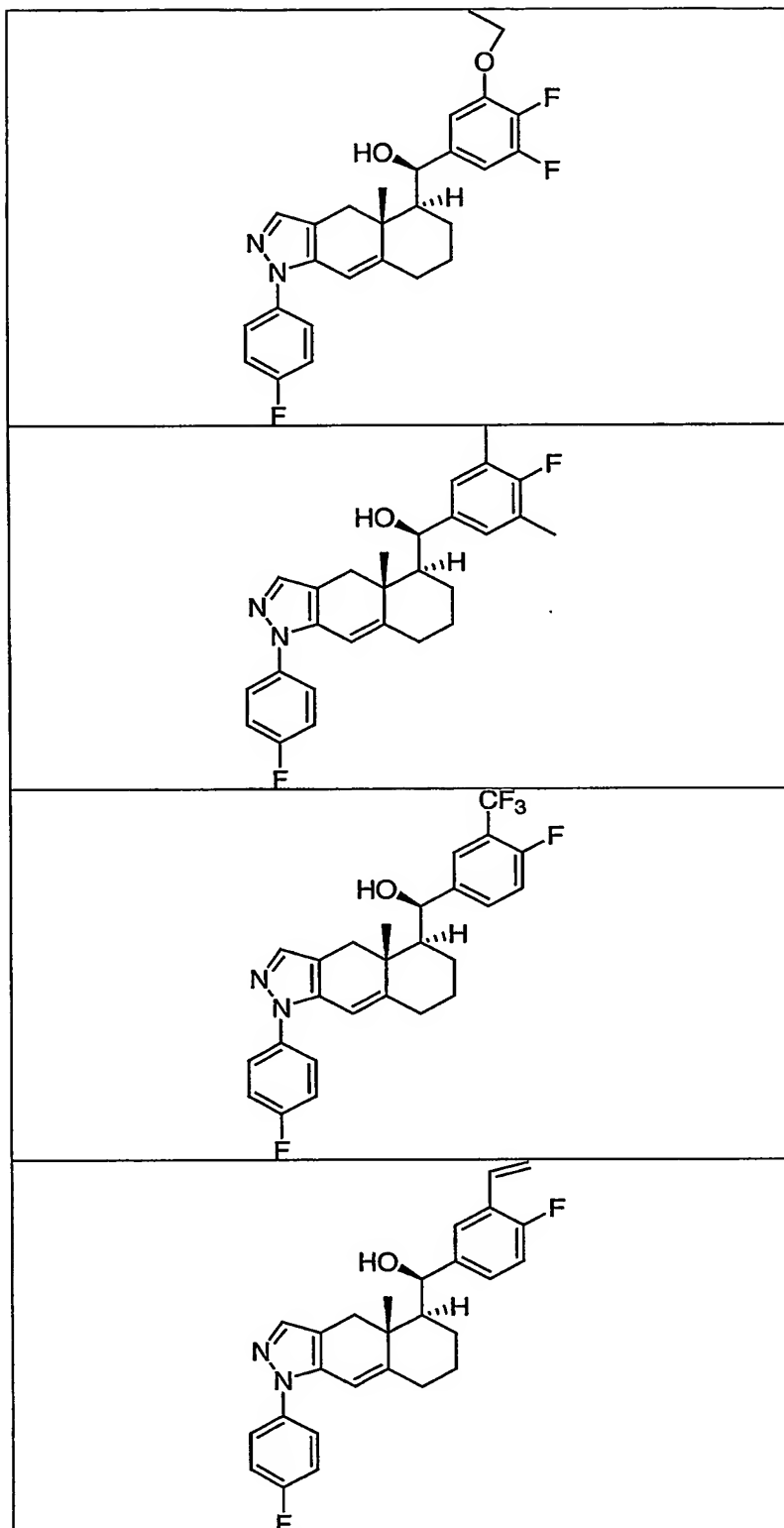


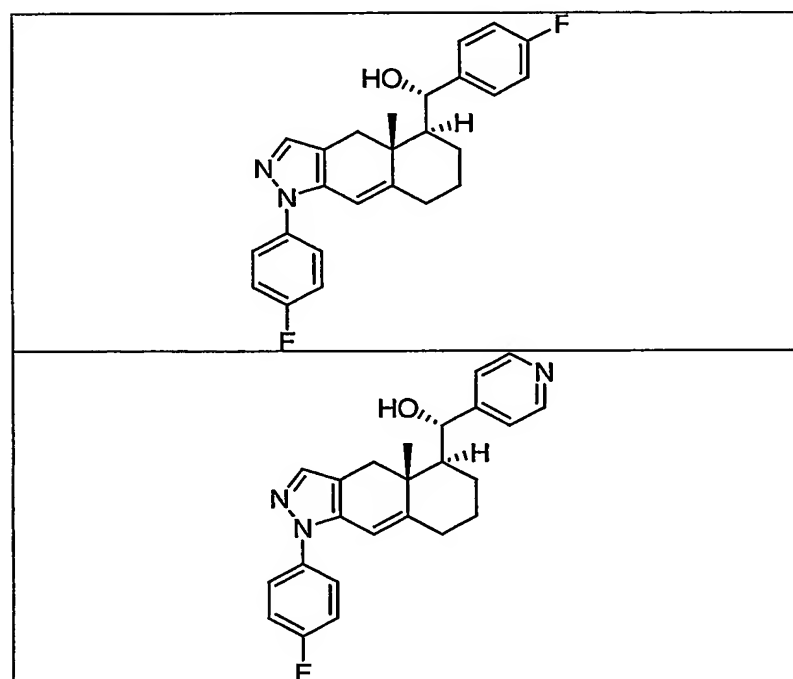
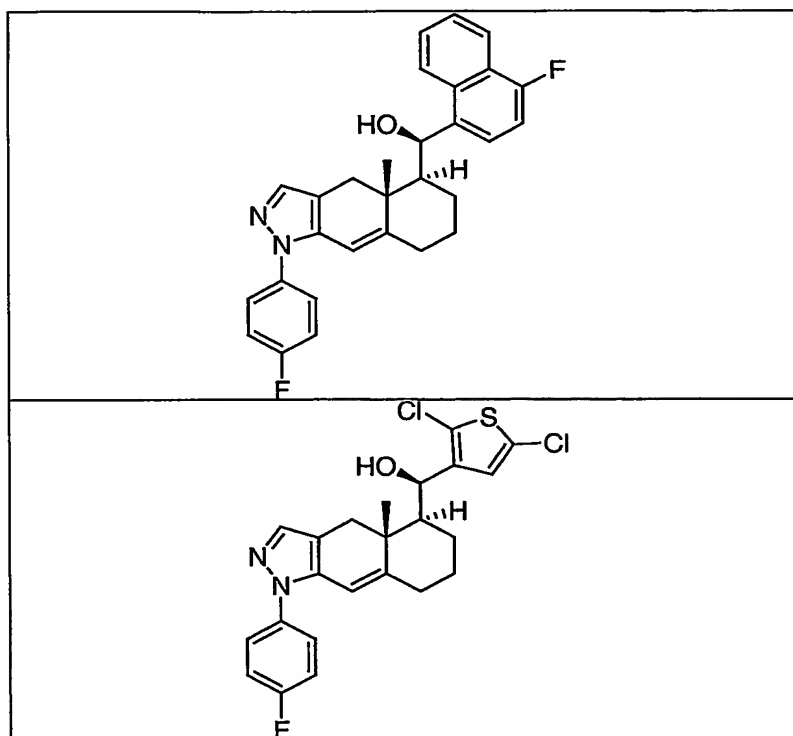
or a pharmaceutically acceptable salt of any of the above.

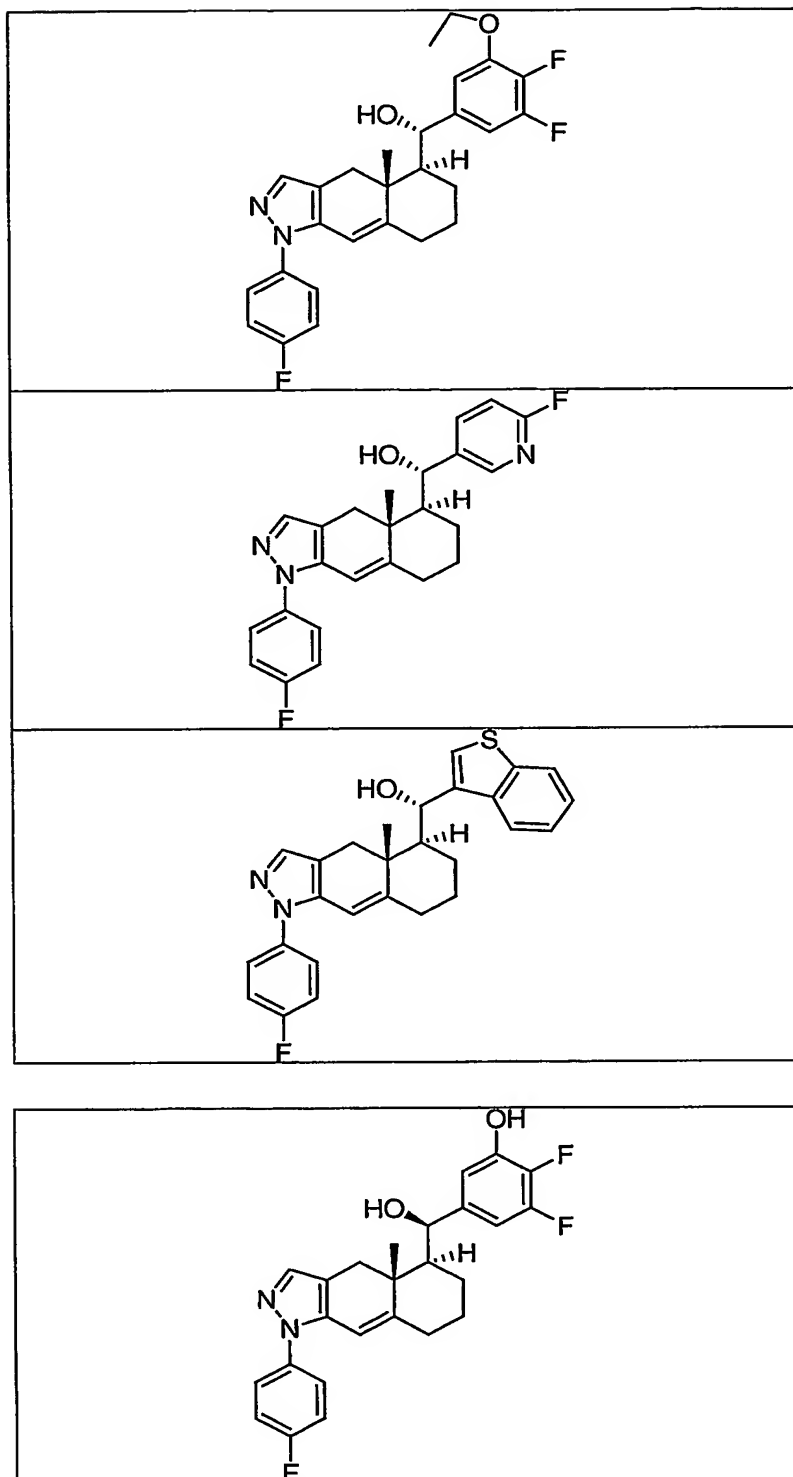
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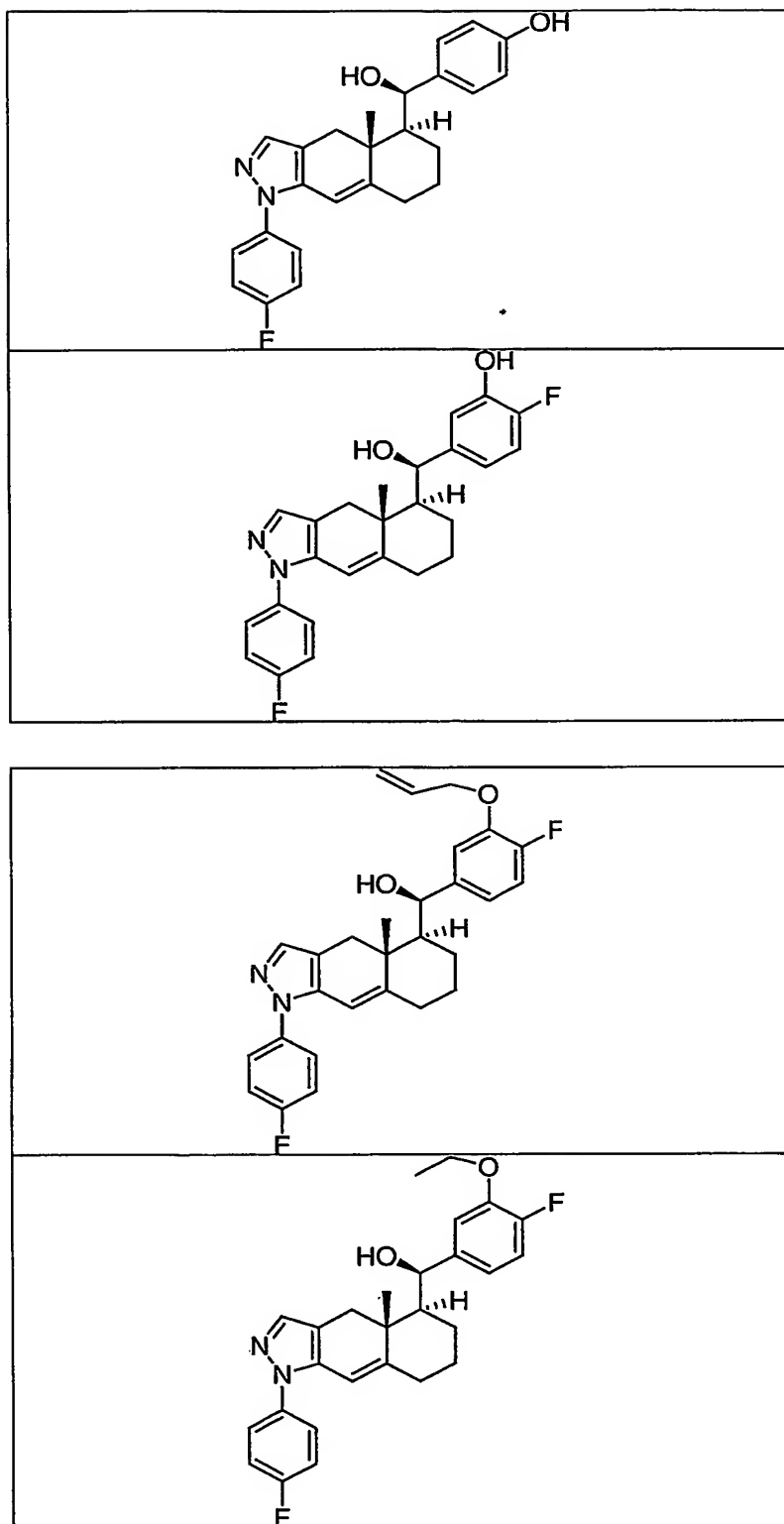


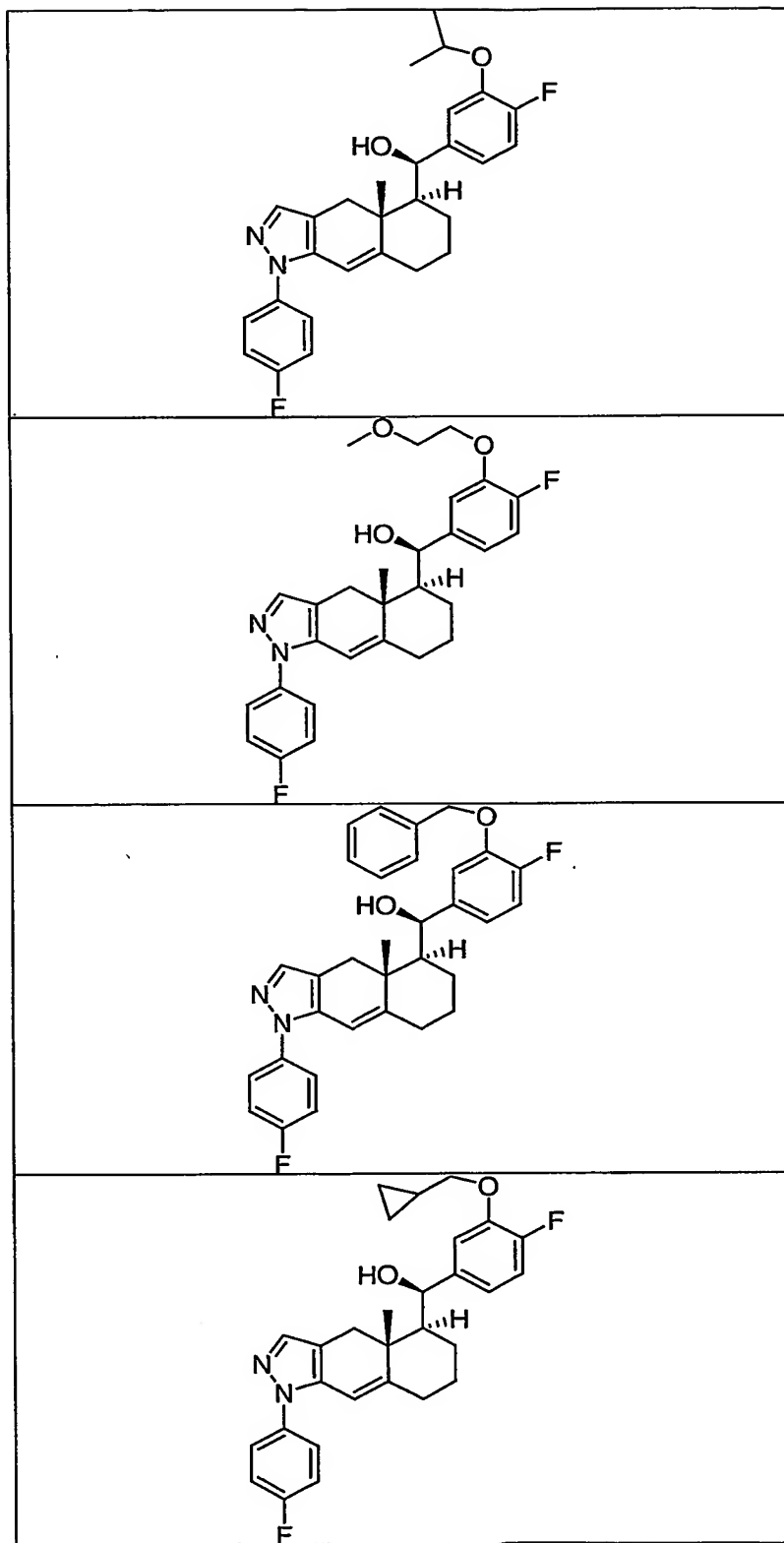


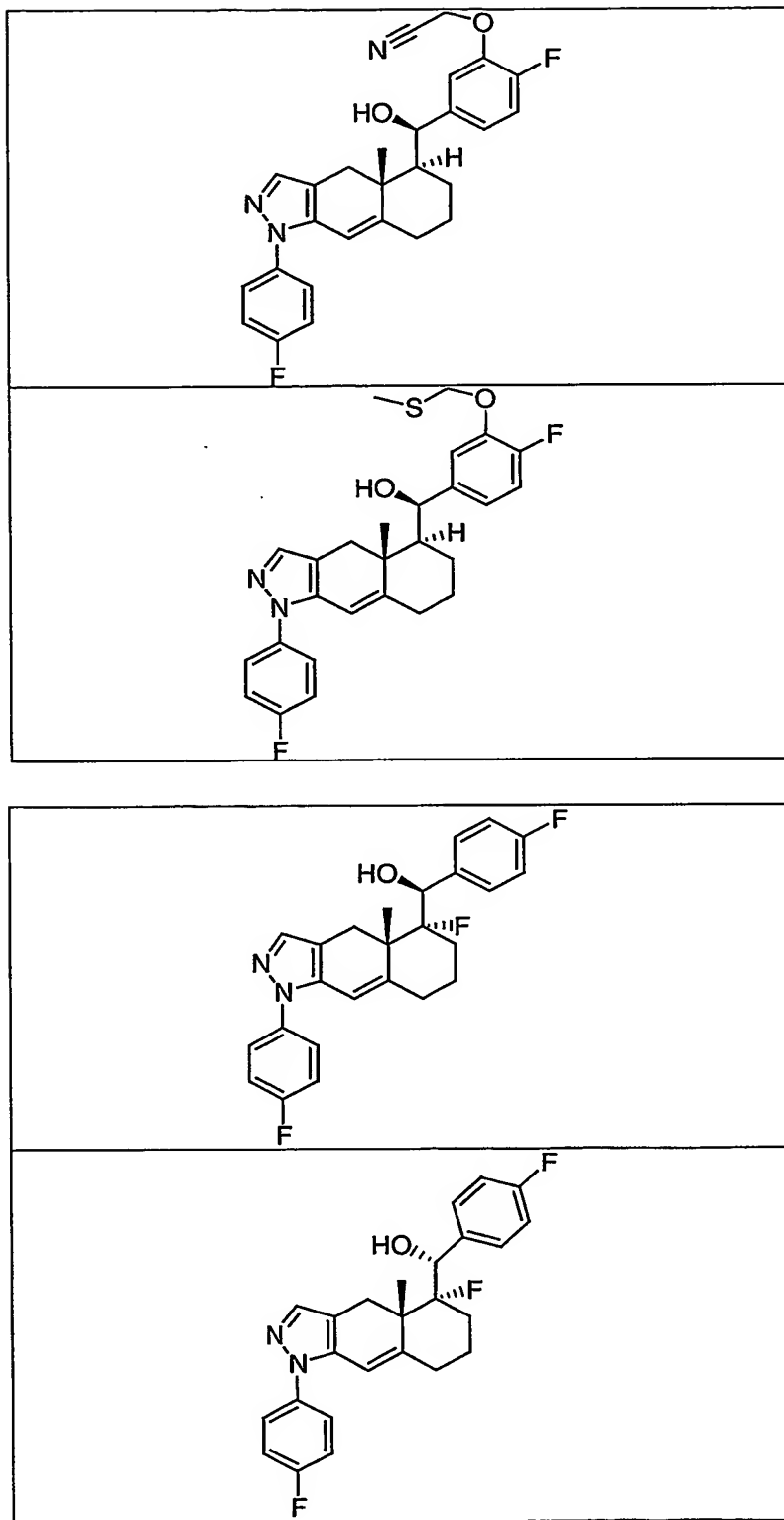


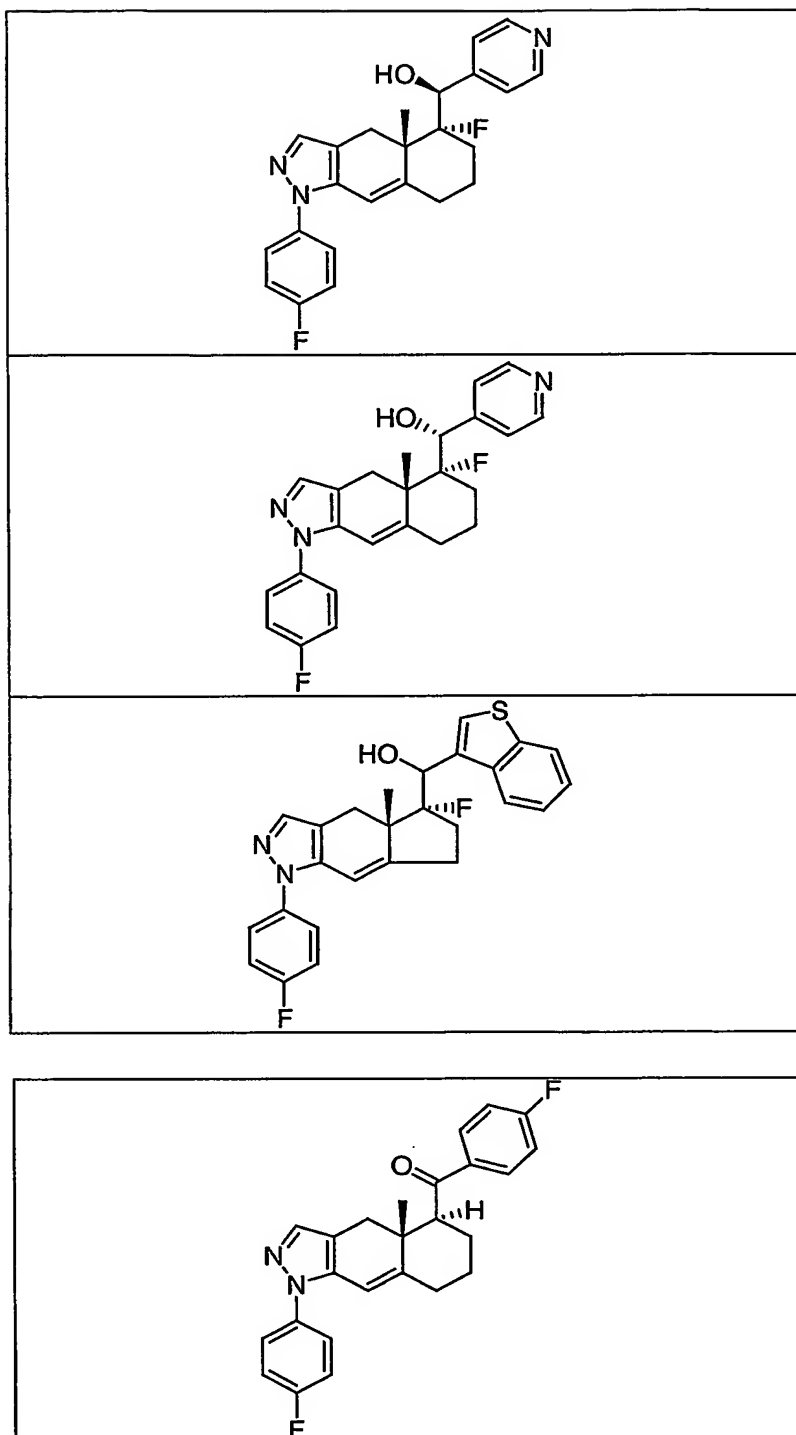


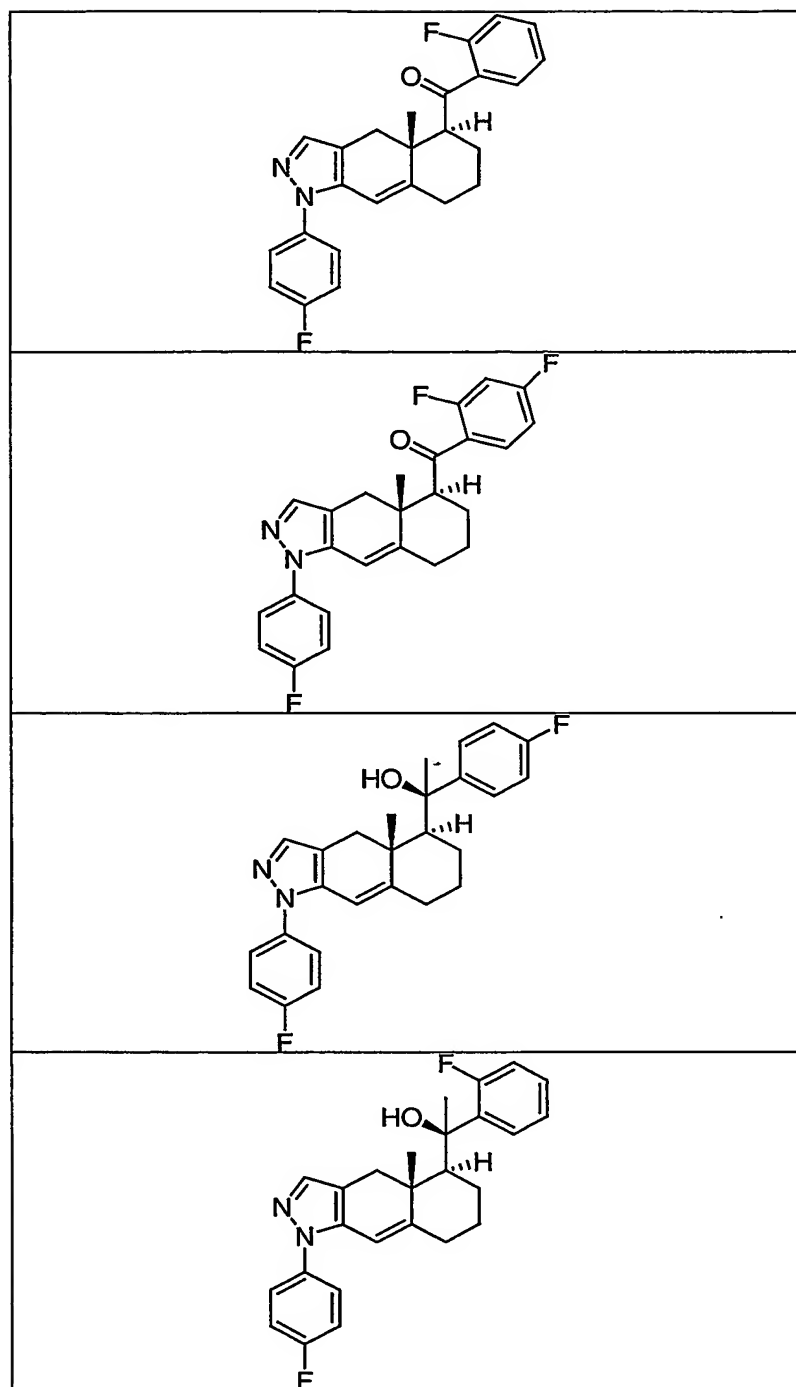


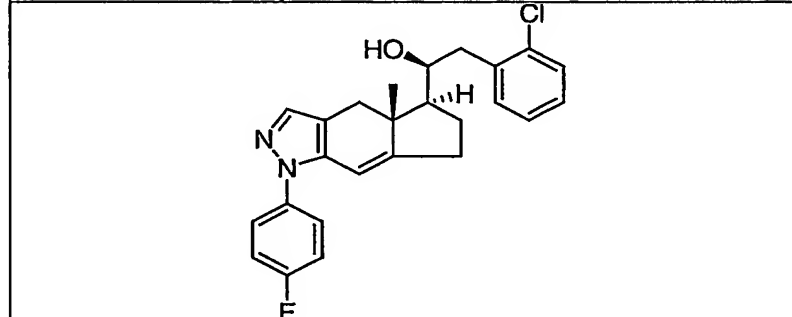
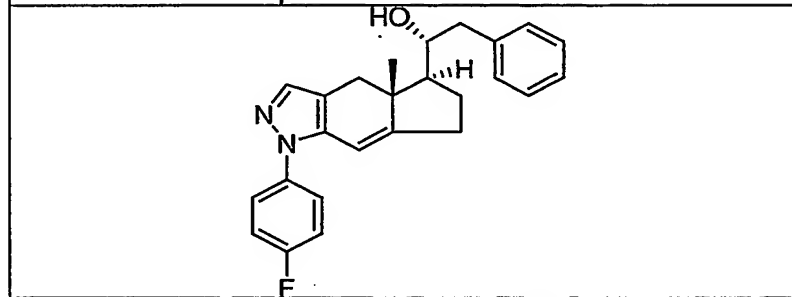
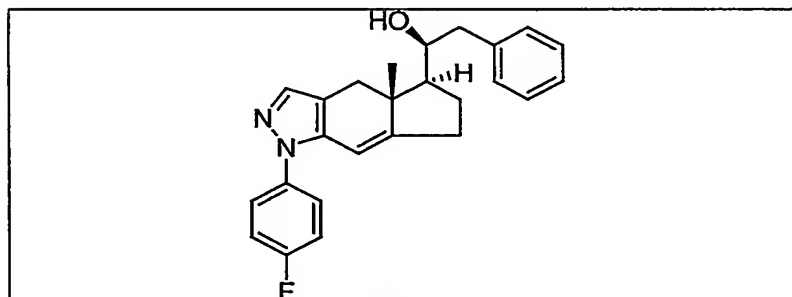
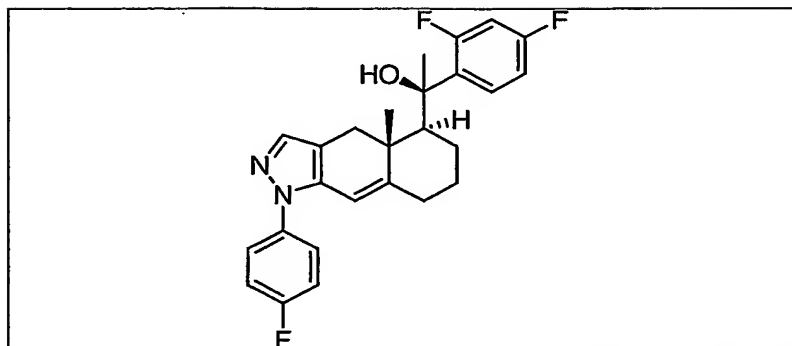


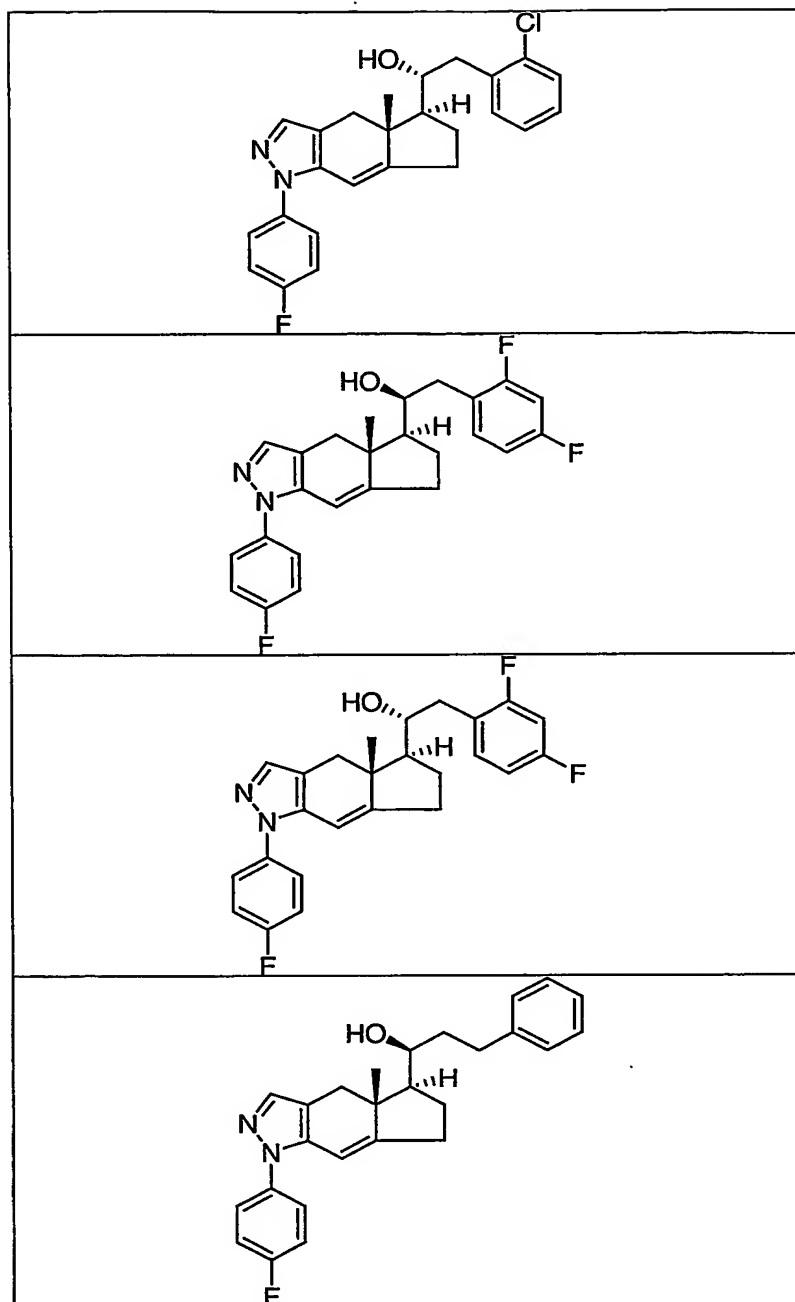


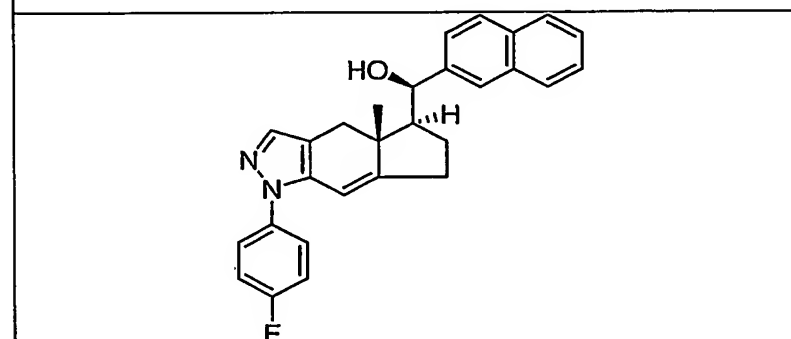
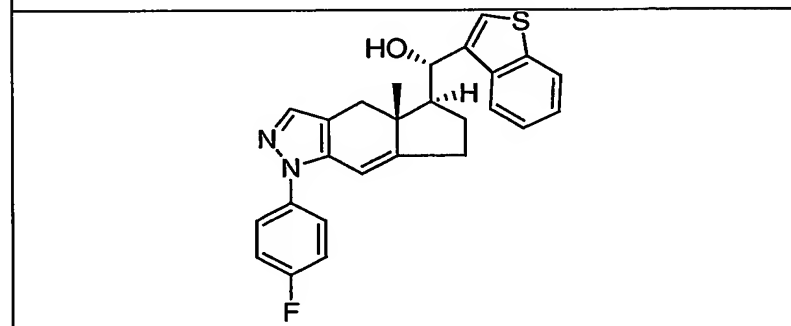
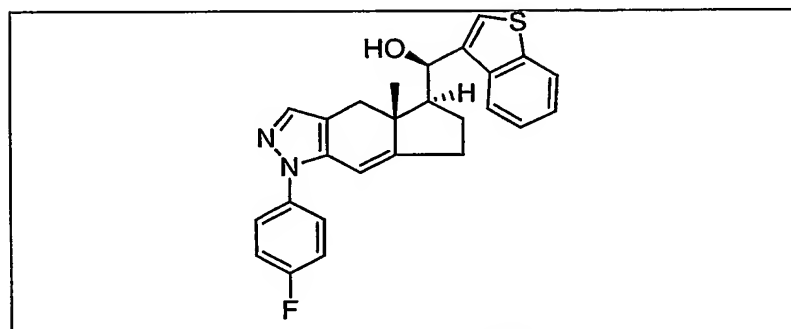
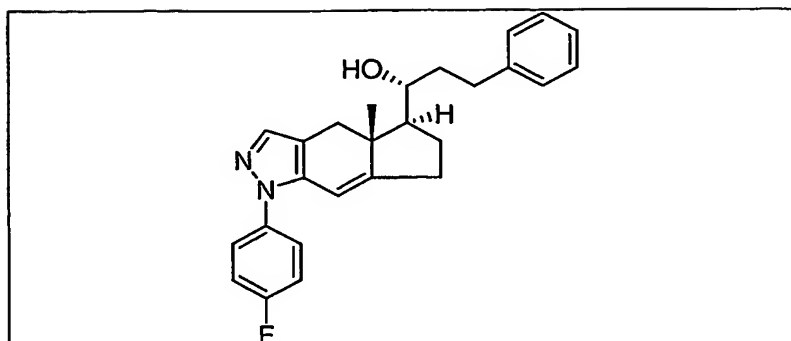


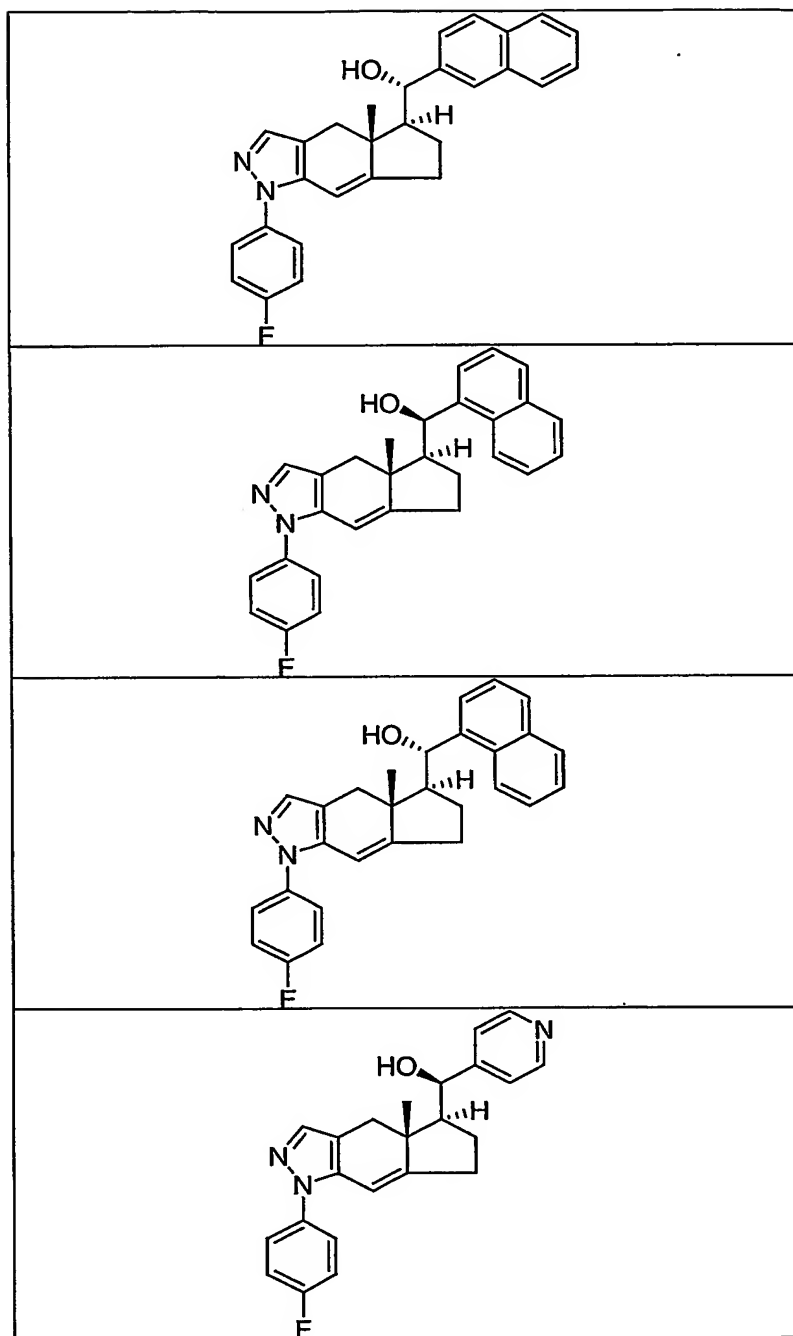


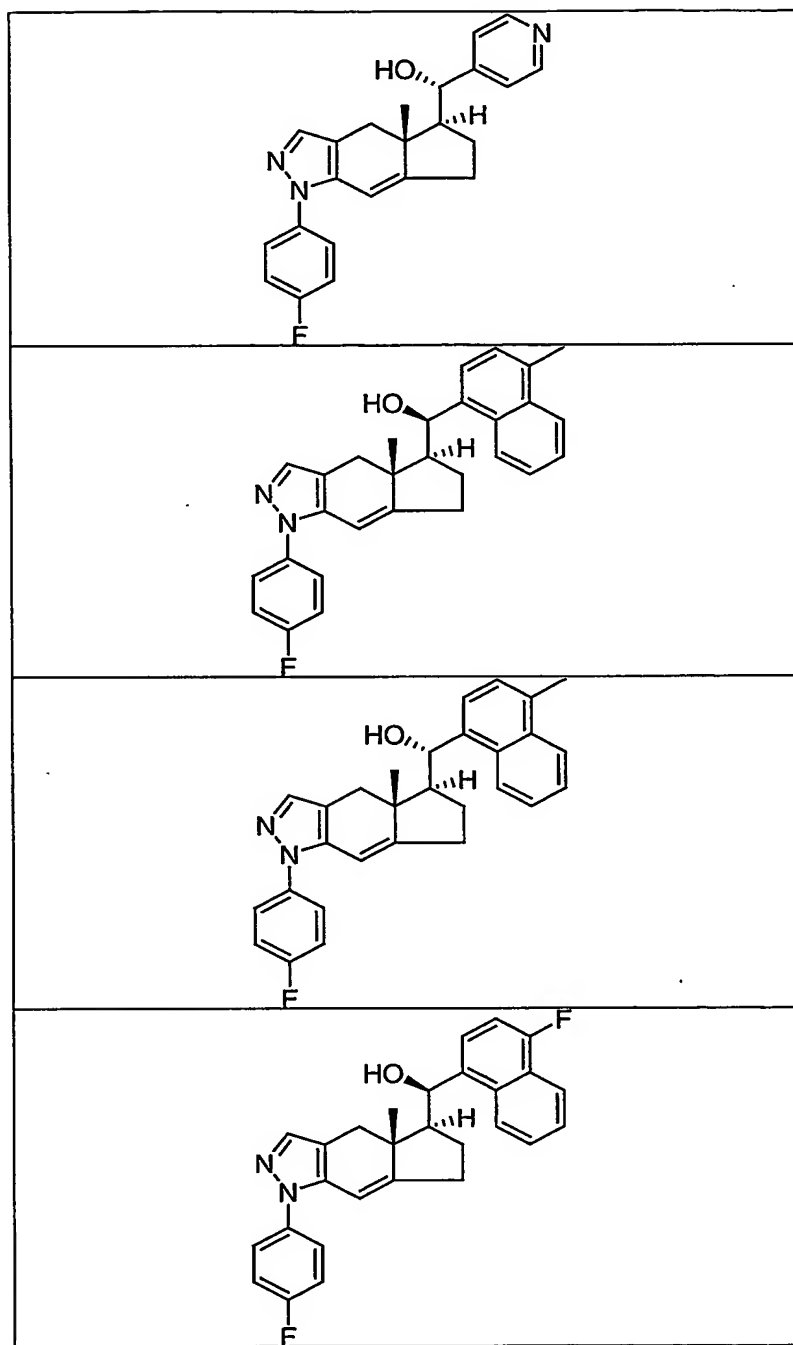


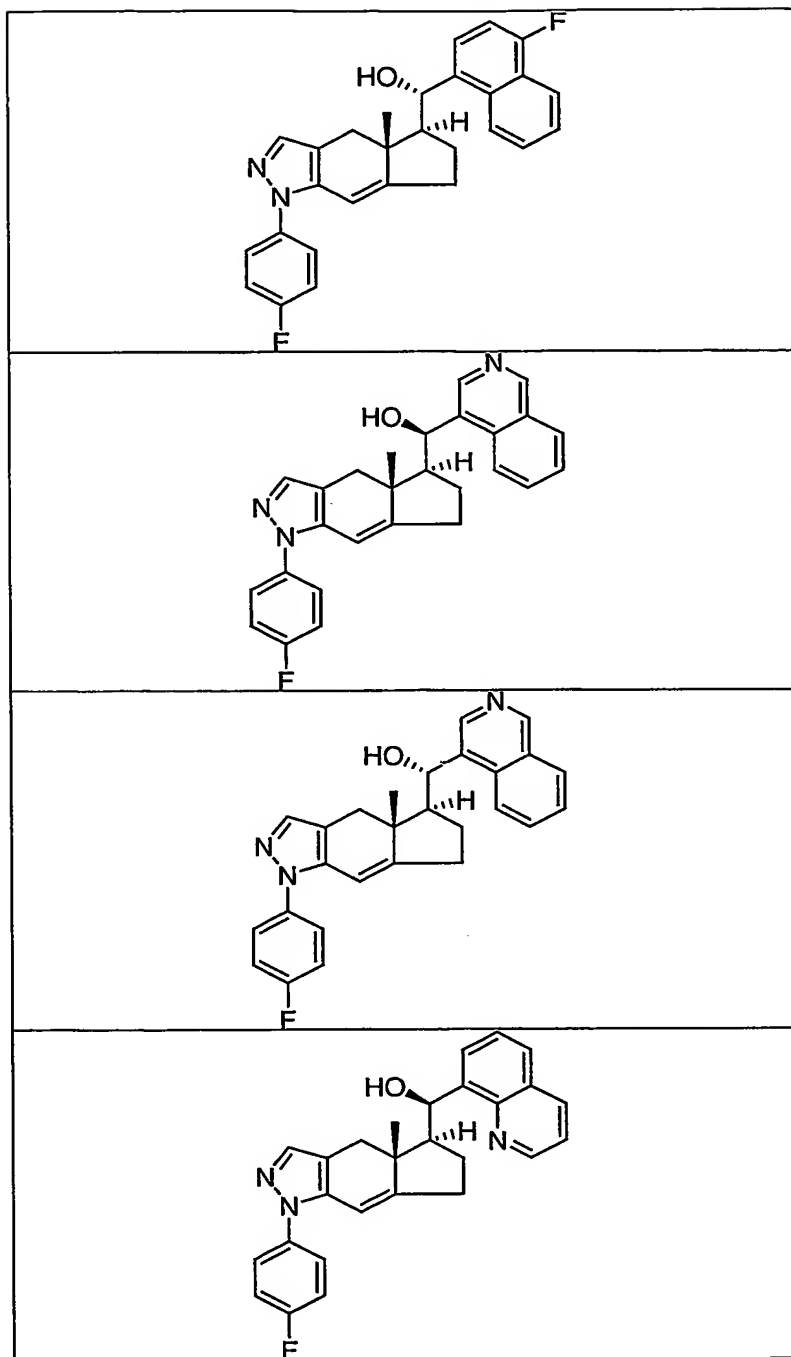


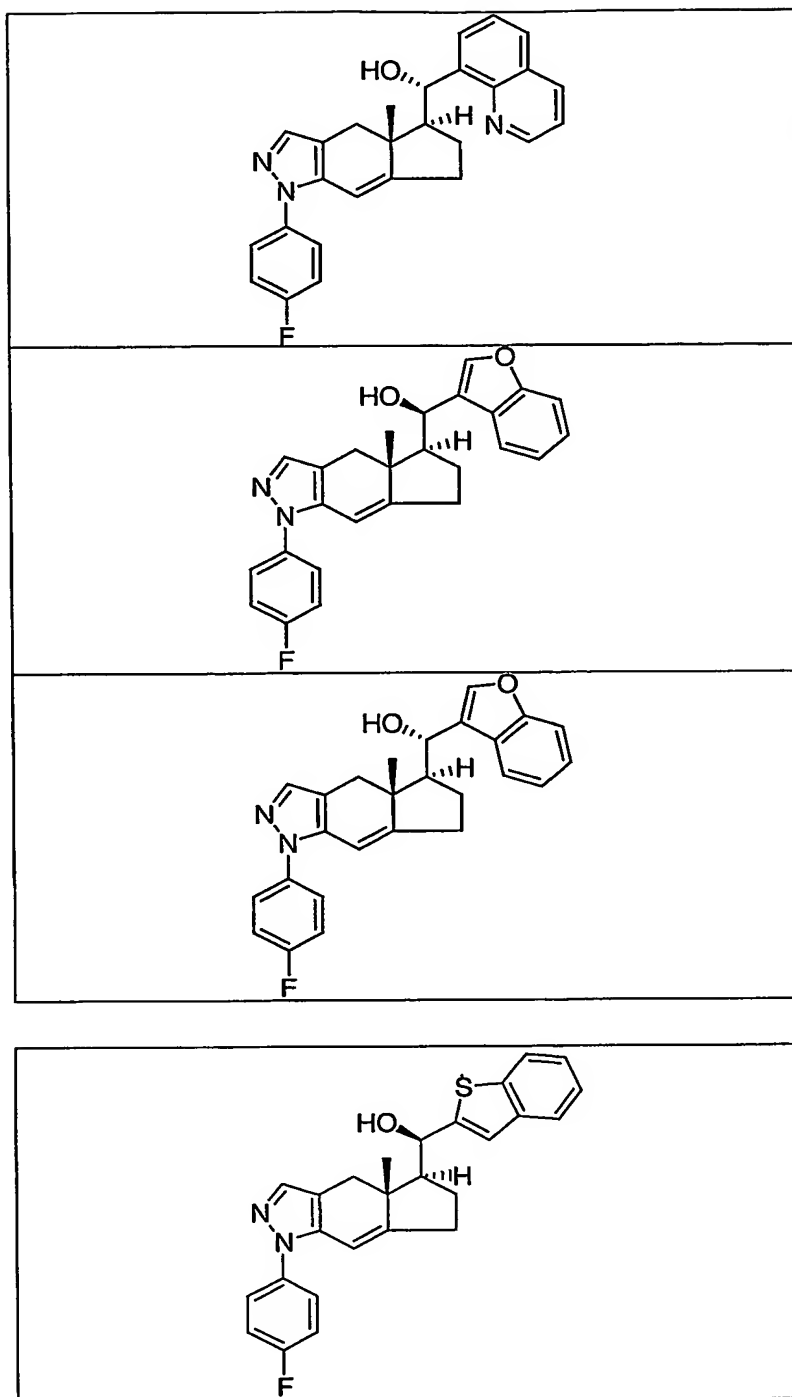


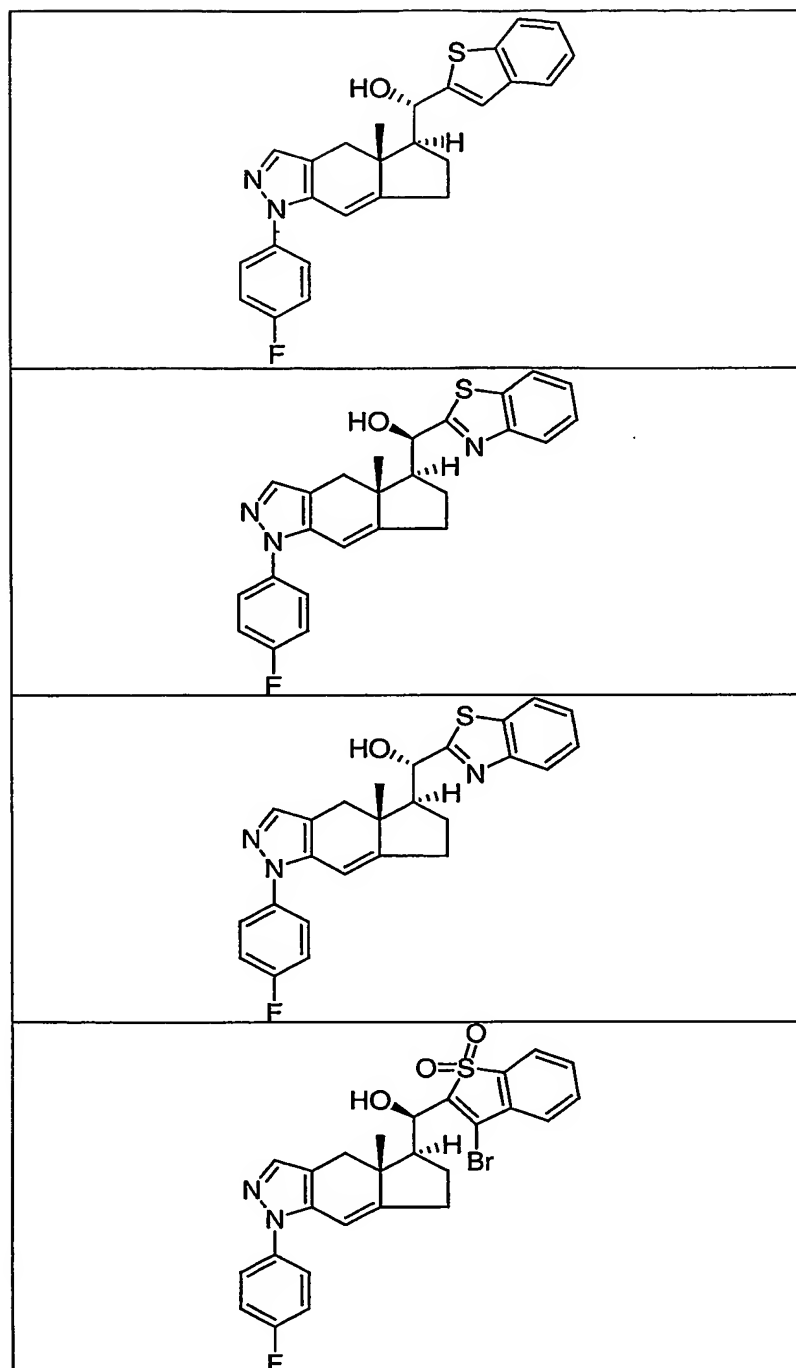


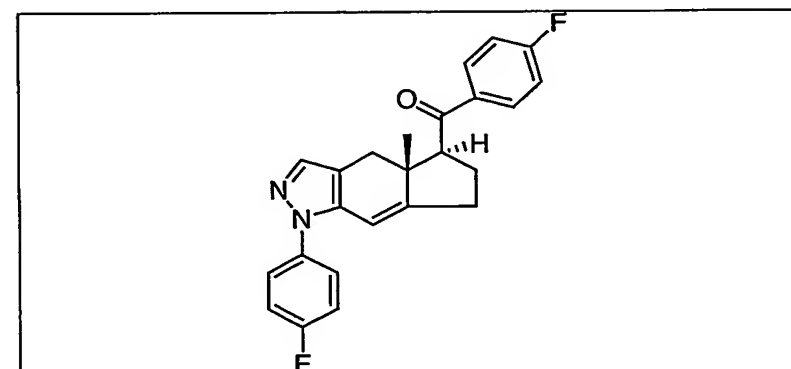
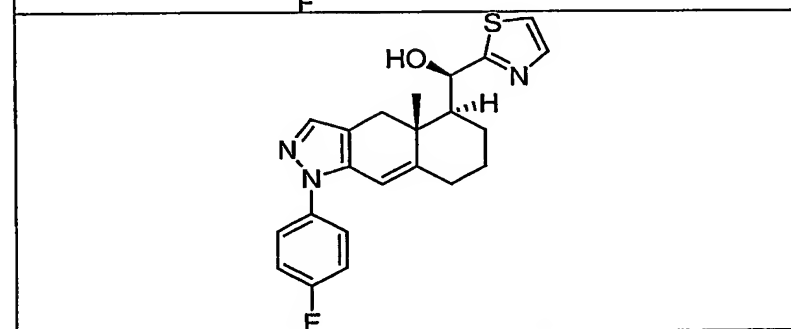
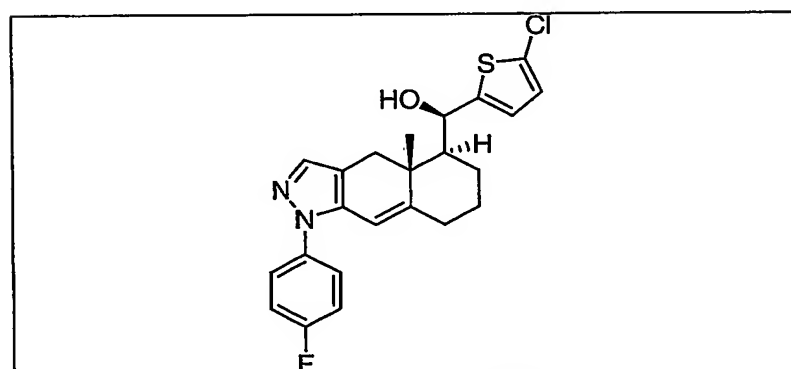
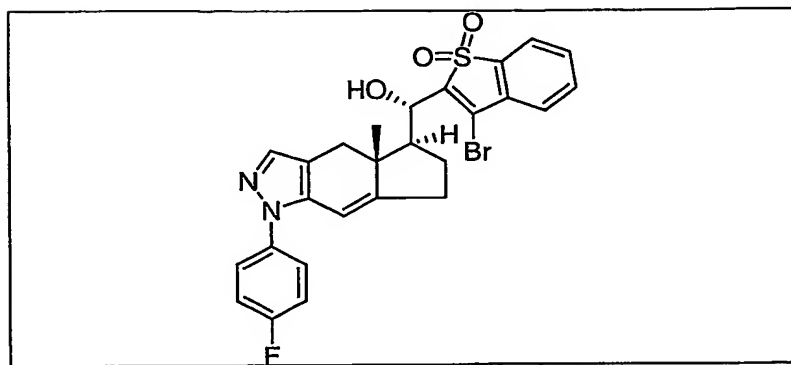


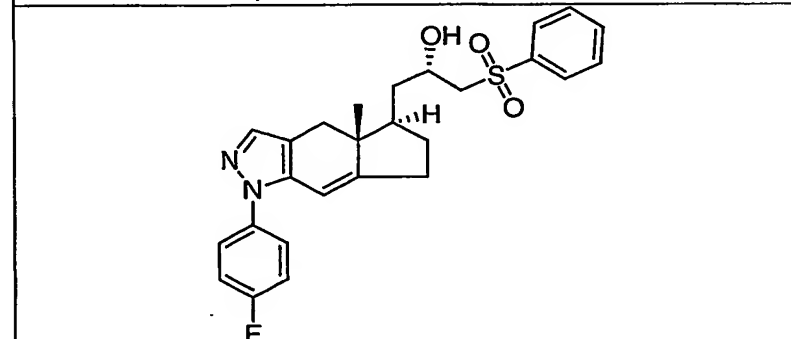
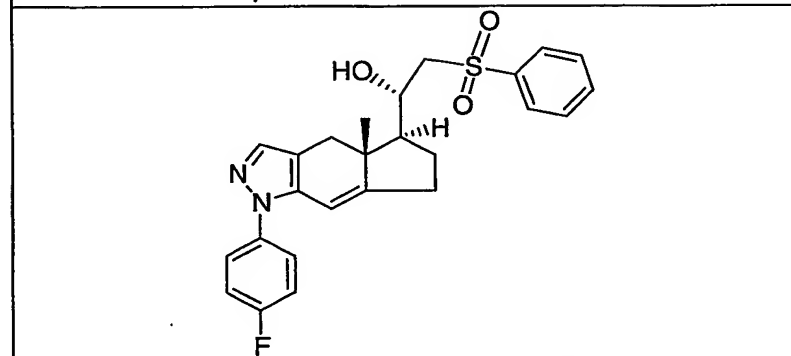
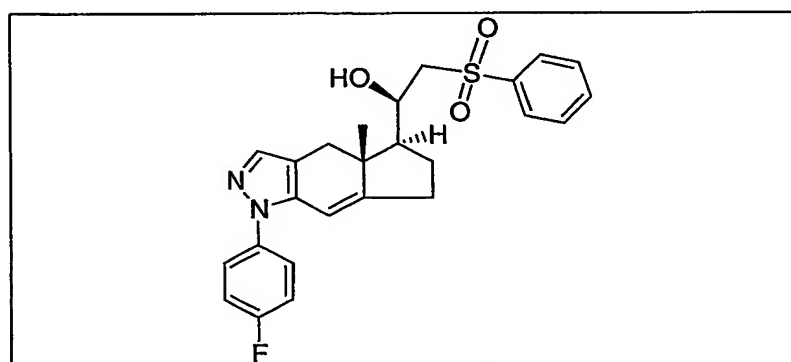
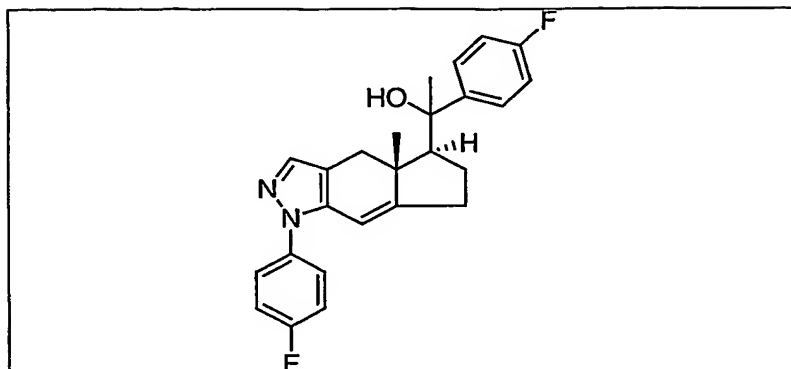


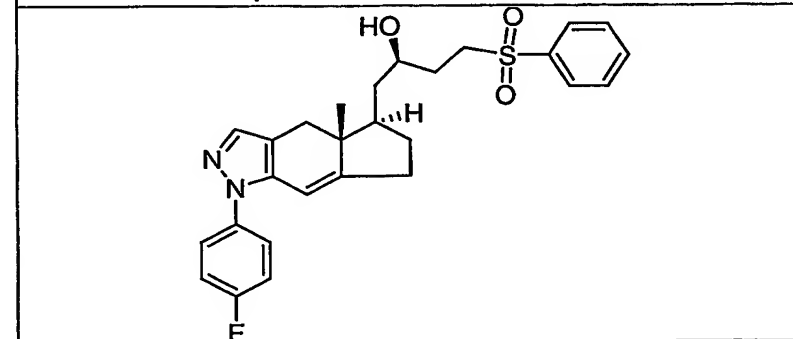
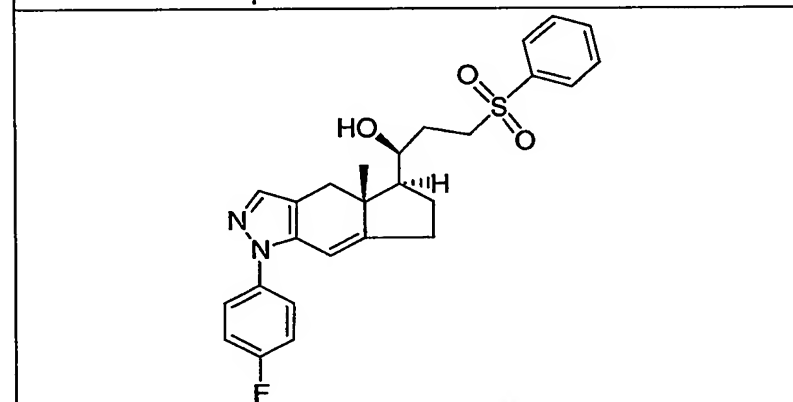
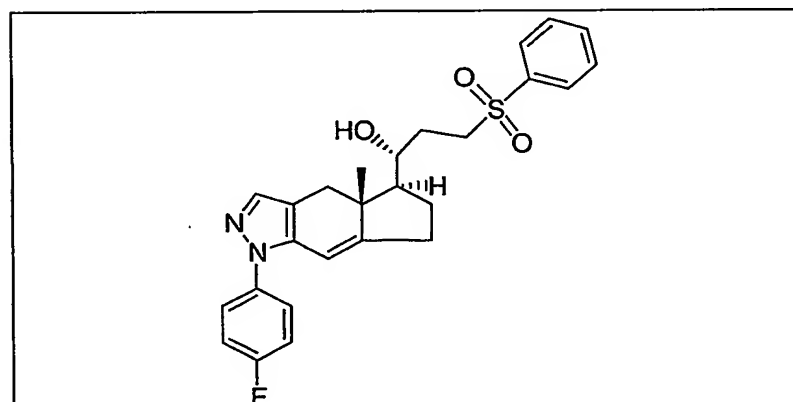
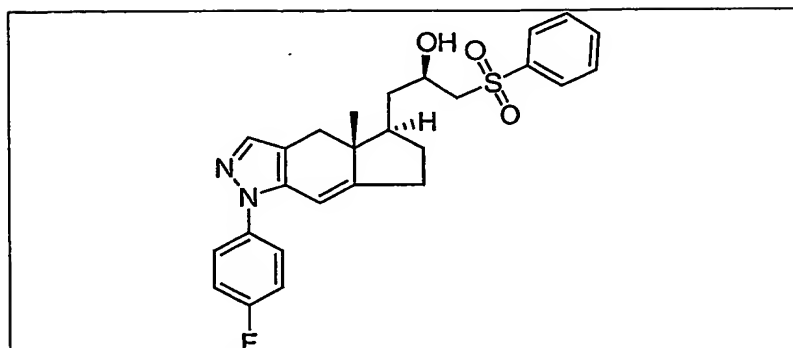


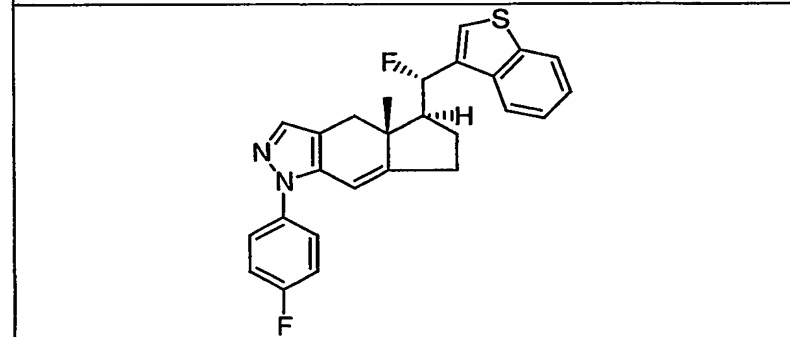
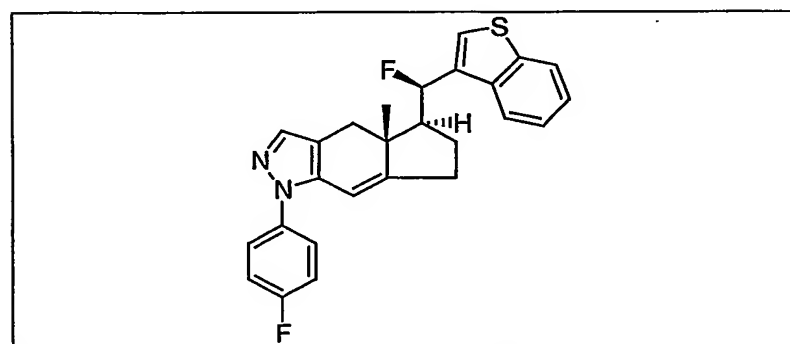
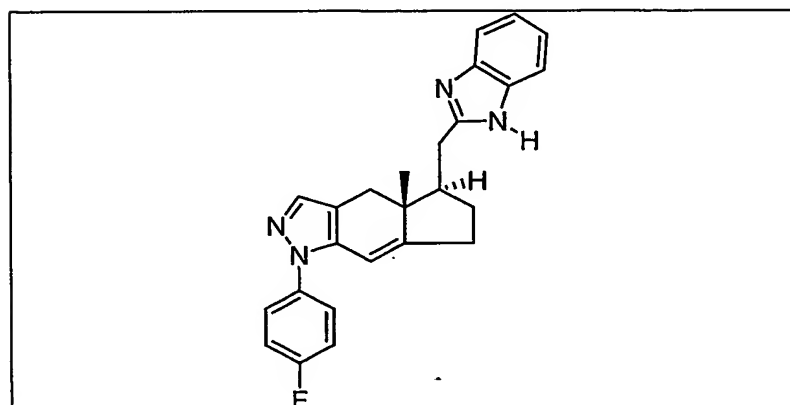
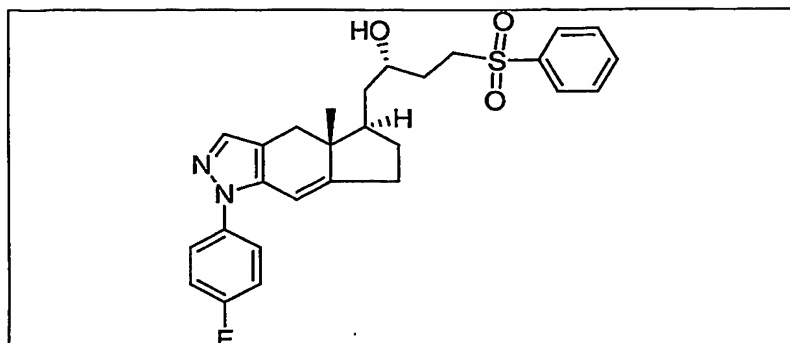


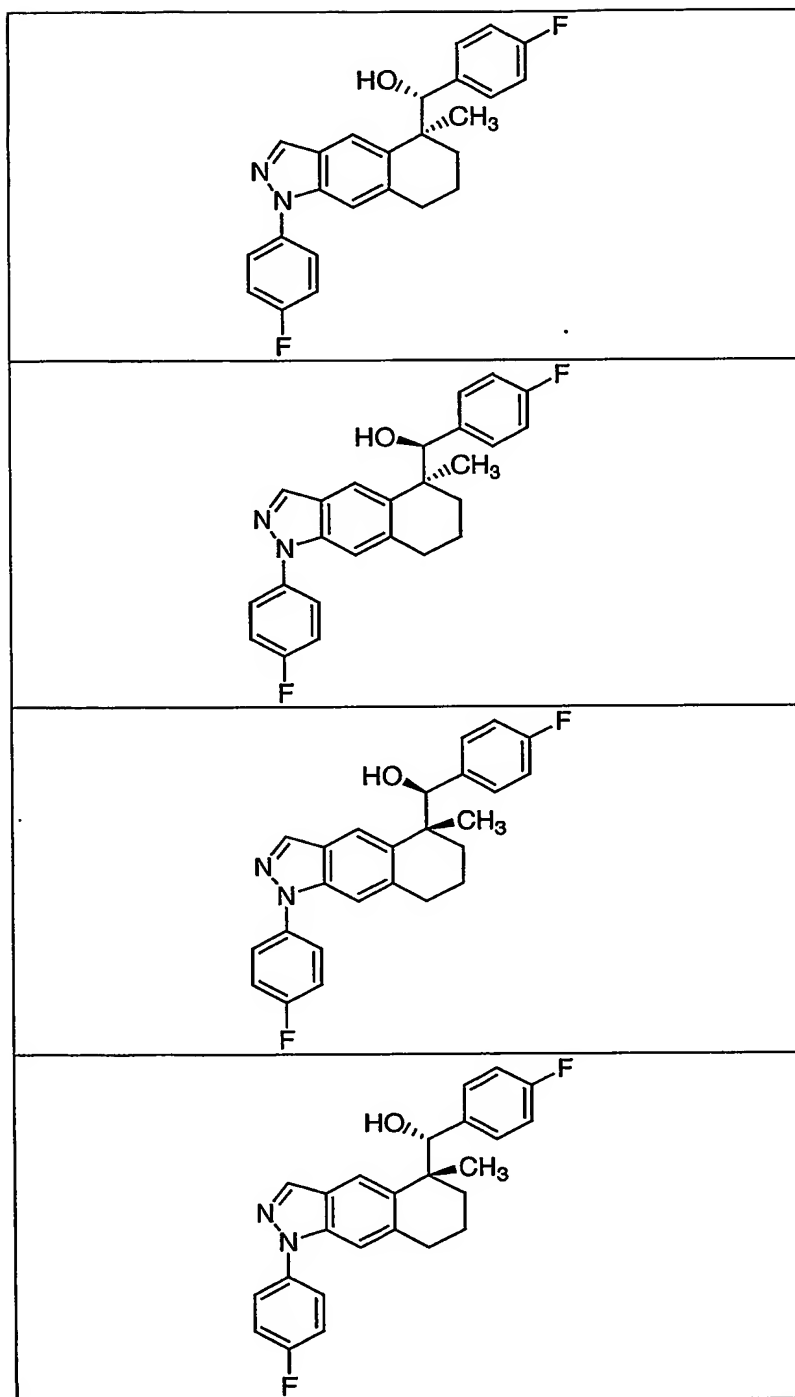


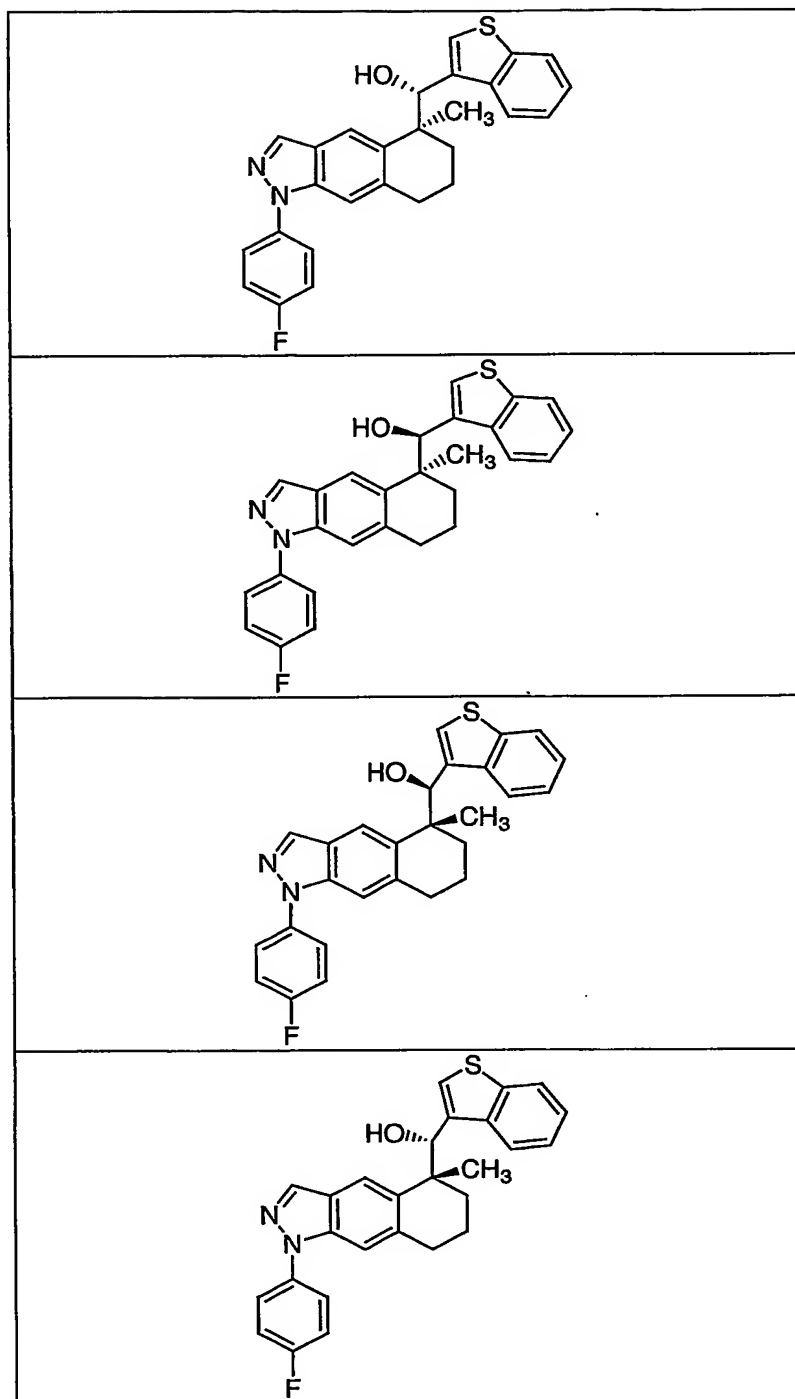


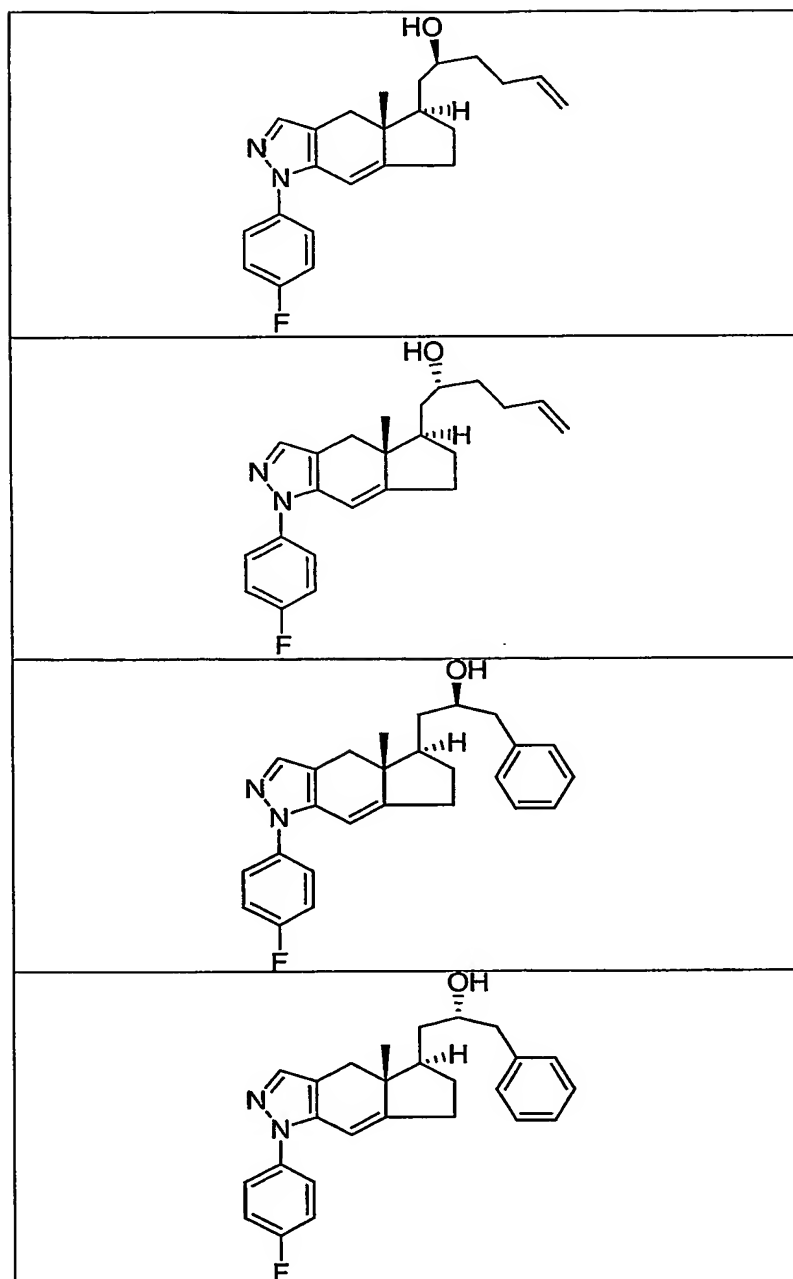


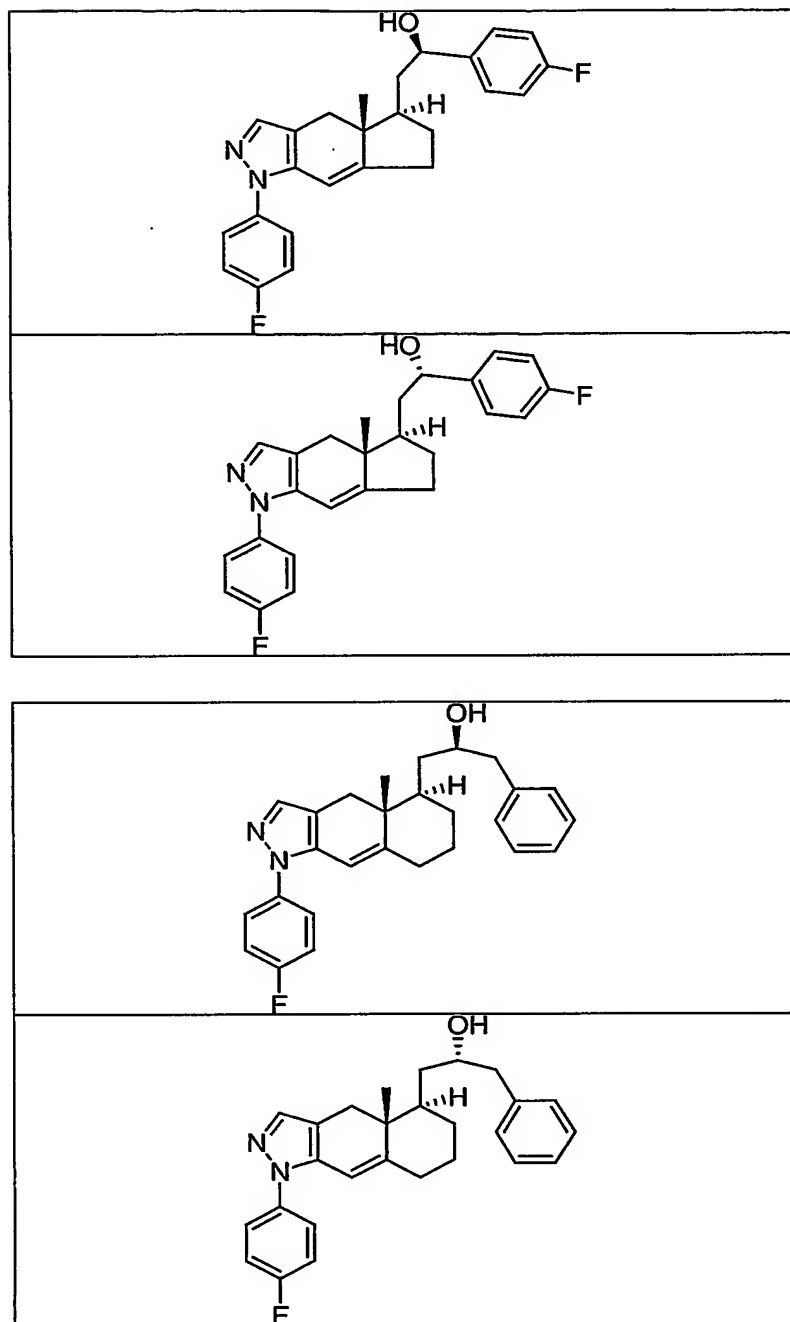


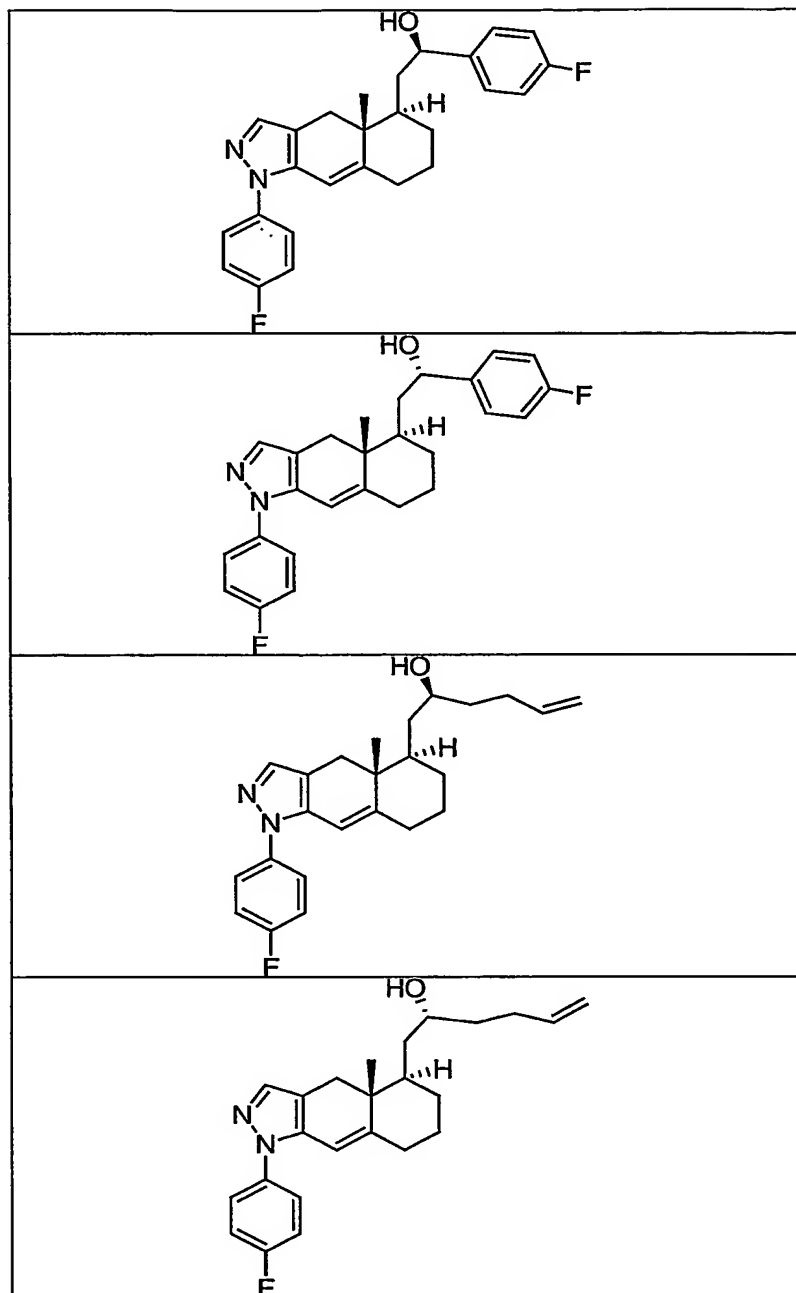


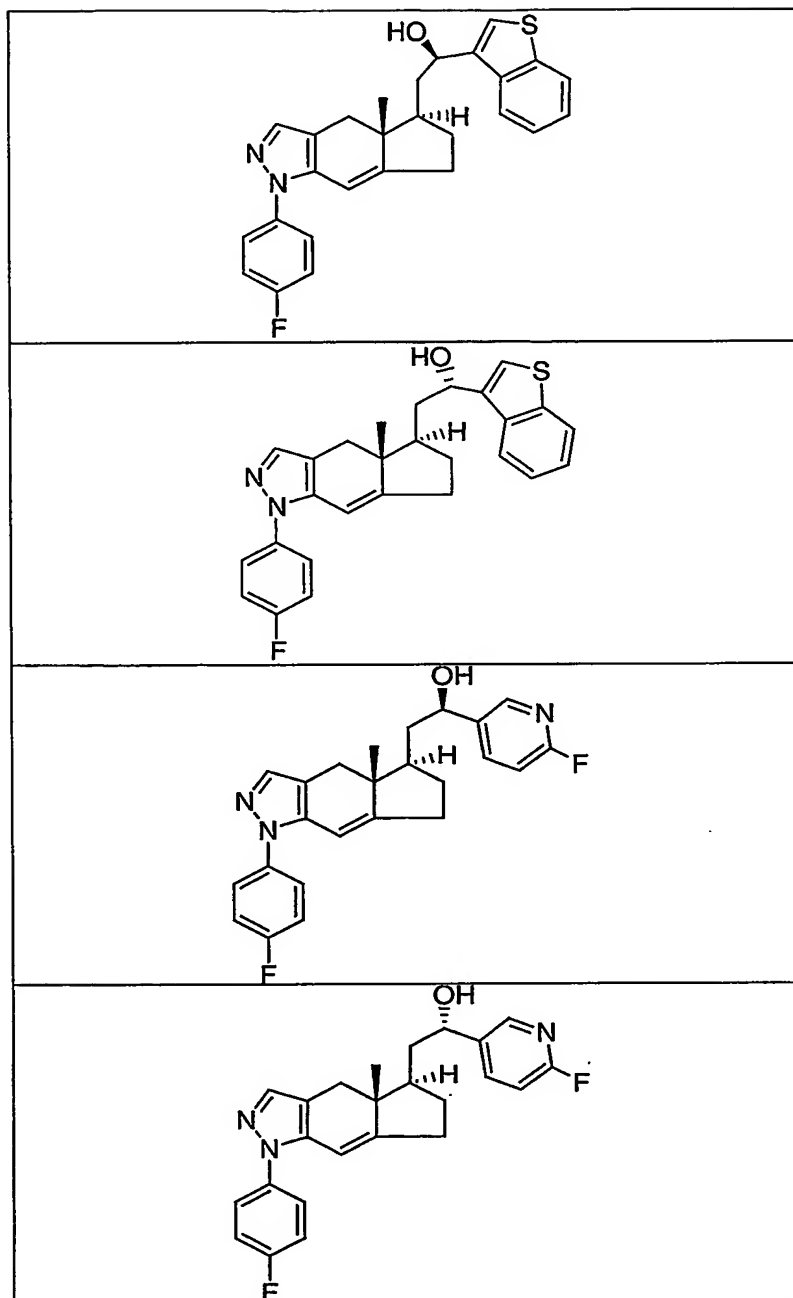


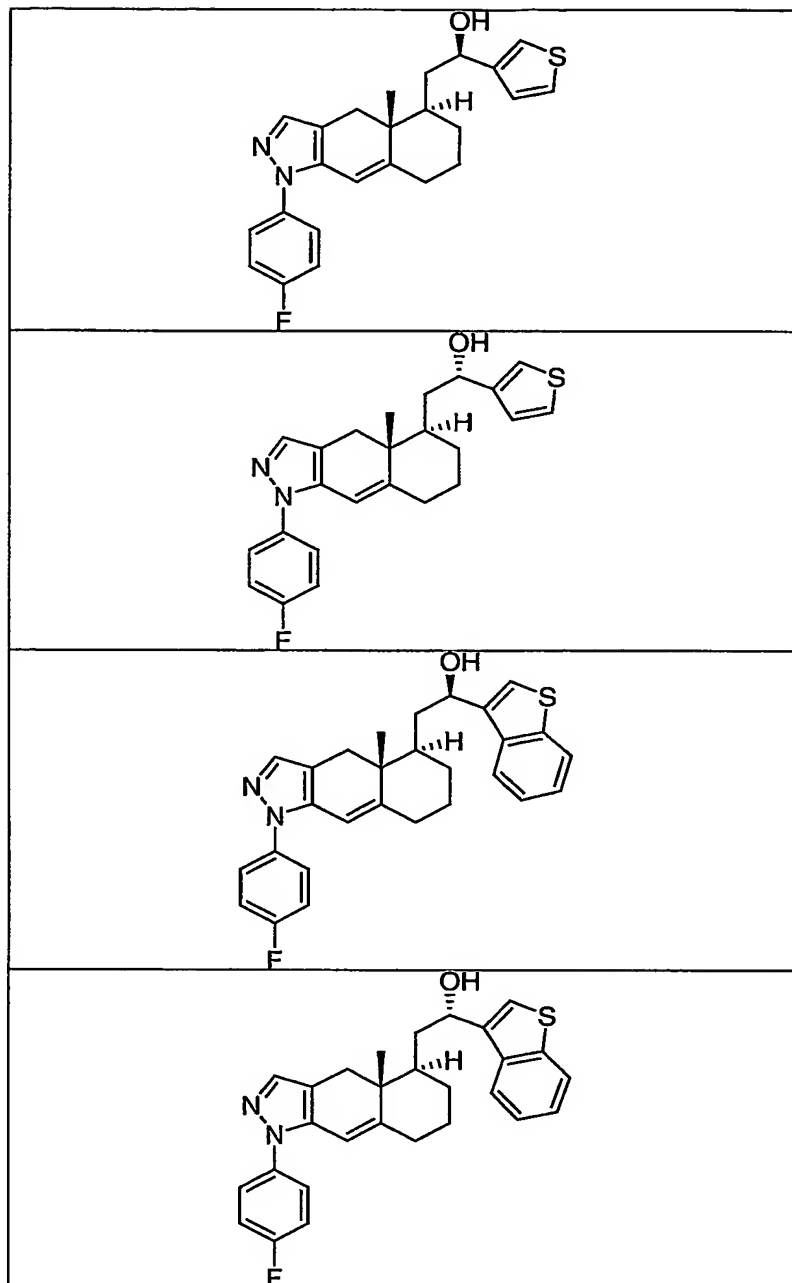


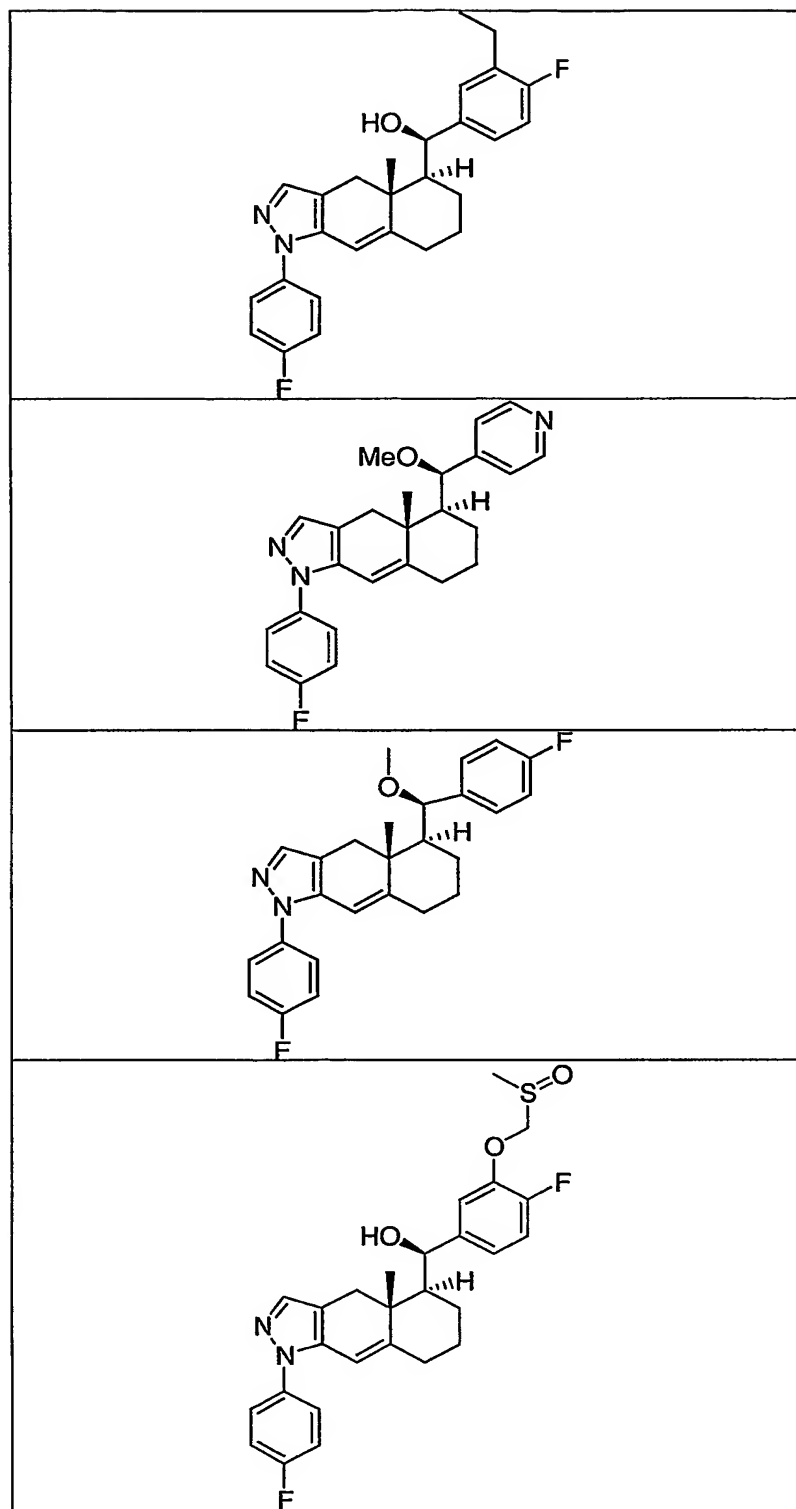


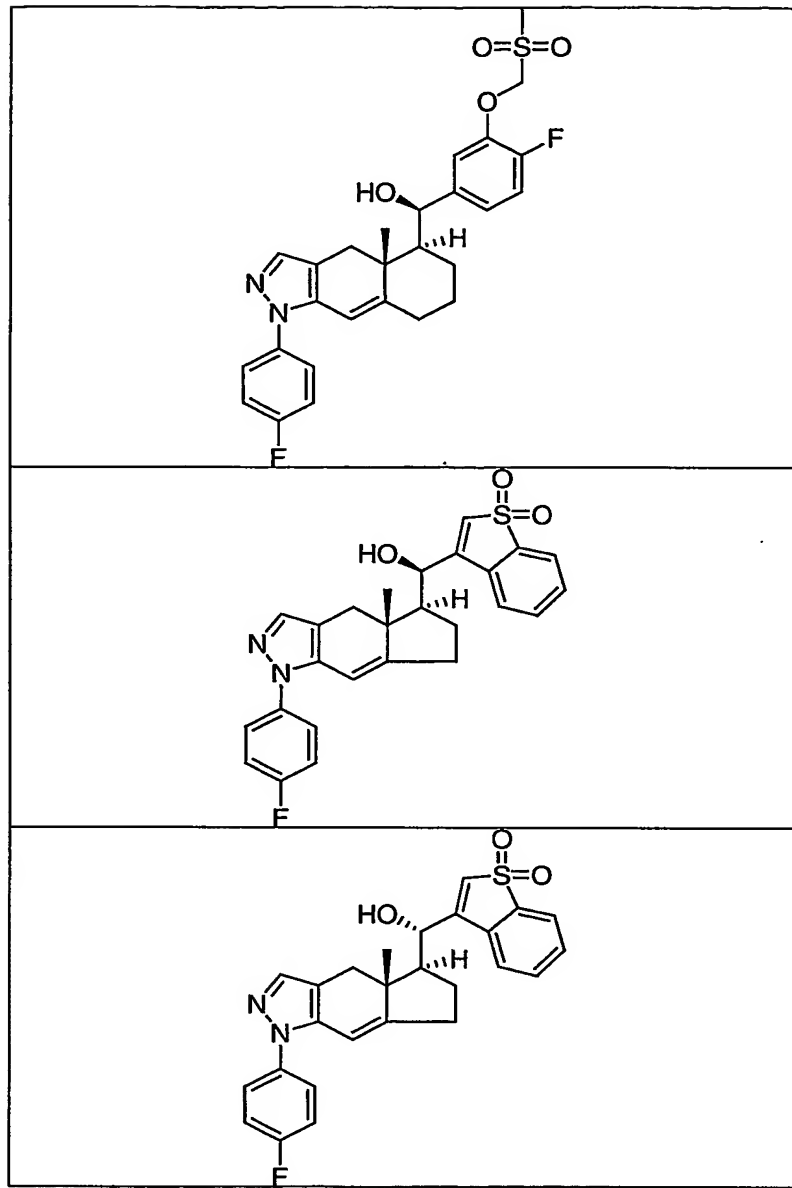






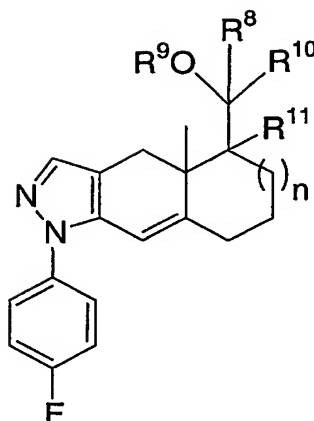






or a pharmaceutically acceptable salt of any of the above.

19. A compound according to Claim 1 of Formula III:



III

or a pharmaceutically acceptable salt or hydrate thereof, wherein:

5 n is 0 or 1,

R⁸ is hydrogen or methyl,

R⁹ is hydrogen or methyl or

10

R⁸ and R⁹ may be joined together with the oxygen atom shown in Formula III to form a carbonyl group;

R¹⁰ is selected from the group consisting of:

15

- (1) phenyl,
- (2) naphthyl,
- (3) pyridyl,
- (4) furyl or benzofuryl,
- (5) thienyl or benzothienyl, or the S,S-dioxide thereof,

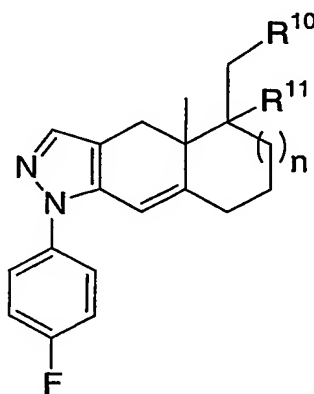
20

- (6) benzyl,
- (7) quinoline,
- (8) thiazolyl or benzothiazolyl, and
- (9) phenylsulfonylmethyl or phenylsulfonylethyl, wherein

25 groups (1) to (9) are optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- 5 C₁₋₄alkyl,
- (a) halo,
 - (b) trifluoromethyl,
 - (c) trifluoromethoxy,
 - (d) -N(R¹⁴), wherein each R¹⁴ is independently hydrogen or
 - (e) pyrrolyl,
 - (f) methoxy, ethoxy or isopropoxy, each optionally
- 10 substituted with a substituent selected from: methoxy, benzyl, cyclopropylmethyl, cyano, methylthio, methylsulfinyl and methylsulfonyl,
- (g) methyl,
 - (h) vinyl and
 - (i) hydroxy, and
- 15 R¹¹ is hydrogen or halo.

20. A compound according to Claim 1 of Formula IV:



IV

or a pharmaceutically acceptable salt or hydrate thereof, wherein:

n is 0 or 1,

R¹⁰ is selected from the group consisting of:

- (1) $-\text{CH}(\text{OR}^{13})\text{-aryl}$, wherein aryl is phenyl or naphthyl,

(2) $-\text{CH}(\text{OR}^{13})\text{-HET}$, and
 (3) $-\text{CH}(\text{OR}^{13})\text{-C}_{1-4}\text{alkyl}$ or $-\text{CH}(\text{OR}^{13})\text{-C}_{2-4}\text{alkenyl}$, said
 $-\text{CH}(\text{OR}^{13})\text{-C}_{1-4}\text{alkyl}$ or $-\text{H}(\text{OR}^{13})\text{-C}_{2-4}\text{alkenyl}$ optionally substituted with
 phenylsulfonyl,

5

R^{13} is hydrogen or methyl,

HET is selected from the group consisting of:

- (1) pyridyl,
 (2) furyl or benzofuryl,
 (3) thienyl or benzothienyl, or the S,S-dioxide thereof,
 (4) benzyl,
 (5) quinoline,
 (6) thiazolyl or benzothiazolyl,

15

said aryl or HET are optionally substituted with 1 to 3 substituents independently
 selected from the group consisting of:

- (a) halo,
 (b) trifluoromethyl,
 (c) trifluoromethoxy,
 (d) $-\text{N}(\text{R}^{14})$, wherein each R^{14} is independently hydrogen or
 $\text{C}_{1-4}\text{alkyl}$,
 (e) pyrrolyl,
 (f) methoxy, ethoxy or isopropoxy, each optionally
 substituted with a substituent selected from: methoxy, benzyl, cyclopropylmethyl,
 cyano, methylthio, methylsulfinyl and methylsulfonyl,
 (g) methyl,
 (h) vinyl and
 (i) hydroxy, and

20

25

30

R^{11} is hydrogen or halo.

21. A pharmaceutical composition comprising a compound according to Claim 1 in combination with a pharmaceutically acceptable carrier.

22. A method for treating a glucocorticoid receptor mediated
5 disease or condition in a mammalian patient in need of such treatment comprising administering the patient a compound according to Claim 1 in an amount that is effective for treating the glucocorticoid receptor mediated disease or condition.

23. The method according to Claim 22 wherein the glucocorticoid
10 receptor mediated disease or condition is selected from the group consisting of: tissue rejection, leukemias, lymphomas, Cushing's syndrome, acute adrenal insufficiency, congenital adrenal hyperplasia, rheumatic fever, polyarteritis nodosa, granulomatous polyarteritis, inhibition of myeloid cell lines, immune proliferation/apoptosis, HPA axis suppression and regulation, hypercortisolemia, stroke and spinal cord injury,
15 hypercalcemia, hyperglycemia, acute adrenal insufficiency, chronic primary adrenal insufficiency, secondary adrenal insufficiency, congenital adrenal hyperplasia, cerebral edema, thrombocytopenia, Little's syndrome, obesity, metabolic syndrome, inflammatory bowel disease, systemic lupus erythematosus, polyarthritis nodosa, Wegener's granulomatosis, giant cell arteritis, rheumatoid arthritis, juvenile
20 rheumatoid arthritis, uveitis, hay fever, allergic rhinitis, urticaria, angioneurotic edema, chronic obstructive pulmonary disease, asthma, tendonitis, bursitis, Crohn's disease, ulcerative colitis, autoimmune chronic active hepatitis, organ transplantation, hepatitis, cirrhosis, inflammatory scalp alopecia, panniculitis, psoriasis, discoid lupus erythematosus, inflamed cysts, atopic dermatitis, pyoderma gangrenosum, pemphigus
25 vulgaris, bullous pemphigoid, systemic lupus erythematosus, dermatomyositis, herpes gestationis, eosinophilic fasciitis, relapsing polychondritis, inflammatory vasculitis, sarcoidosis, Sweet's disease, type I reactive leprosy, capillary hemangiomas, contact dermatitis, atopic dermatitis, lichen planus, exfoliative dermatitis, erythema nodosum, acne, hirsutism, toxic epidermal necrolysis, erythema multiform, cutaneous
30 T-cell lymphoma, Human Immunodeficiency Virus (HIV), cell apoptosis, cancer, Kaposi's sarcoma, retinitis pigmentosa, cognitive performance, memory and learning enhancement, depression, addiction, mood disorders, chronic fatigue syndrome, schizophrenia, sleep disorders, and anxiety.

24. A method of selectively modulating the activation, repression, agonism and antagonism effects of the glucocorticoid receptor in a mammal comprising administering to the mammal a compound according to Claim 1 in an amount that is effective to modulate the glucocorticoid receptor.